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FILED

Michael K. Sullivan
3201 B Gardens East Drive
Palm Beach Gardens, Florida 33410

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1997

The Department of State Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: New Filing / Nordic Drinks (USA), Inc.

Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that after you file the articles and the name of the registered agent and issue the certificate, to please send a copy and a certified copy of the articles back to this office in the return envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,


Michael K. Sullivan

OK
8/5/97

**ARTICLES OF INCORPORATION
OF
NORDIC DRINKS (USA) INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of
the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NORDIC DRINKS (USA) INC.

The address of the principal office of this corporation shall be:

Nordic Drinks (USA) Inc.
3201 B Gardens East Drive
Palm Beach Gardens, Florida 33410

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business
permitted under the laws of the United States, the State of Florida or any other state,
country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value
per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1933 Tom-A-Toe Road, Lantana, Florida 33462, and the name of the initial Registered Agent of the corporation at that address is Timothy J. Morell.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

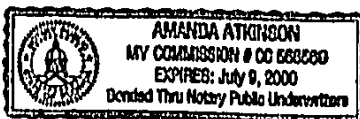
Michael K. Sullivan
3201 B Gardens East Drive
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this 31st day of July 1997, to the foregoing Articles of Incorporation.


Michael K. Sullivan

SWORN TO AND SUBSCRIBED before me
the 31st day of July, 1997.


Notary Public



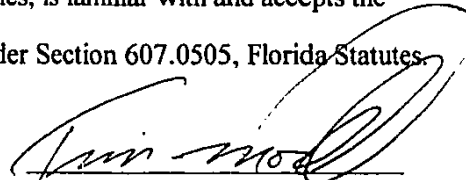
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Timothy J. Morell, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Timothy J. Morell