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OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	
	Trademark	K.A. AUG 1 1 1997
	 	- Examinor's Initials

ARTICLES OF INCORPORATION

OF

CITY BEVERAGES, INC.



The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is CITY BEVERAGES, INC.

ARTICLE II DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 105 East Robinson, Suite 201, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is Thomas R. Allen.

ARTICLE VII INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

Thomas R. Allen

105 E. Robinson, Suite 201 Orlando, FL 32801

ARTICLE VIII INCORPORATORS

The name and address of the Incorporator of this corporation is:

Thomas R. Allen

105 E. Robinson, Suite 201 Orlando, FL 32801

ARTICLE IX BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 7th day of Avert, 1997.

Thomas R. Allen

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this the day of who is personally known to me or who produced who is personally identification) as identification.

BARBARA J. COAD Notary Public, State of Florida My Comm. Expires April 23, 1999 Comm. No. CC454335 Balen Con NOTARY PUBLIC BARBARA J. COAD

Print Name

My Commission Expires: Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Thomas R. Allen

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