



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P97000090200

October 9, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/20/97--01079--010
*****70.00 *****70.00

RE: Beverage Supply Development, Inc.
P4323595 BAR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Beverage Supply Development, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow

Wendy Snow
Corporate Service Incorporator

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:02

10/21/97

**ARTICLES OF INCORPORATION
OF
Beverage Supply Development, Inc.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:02

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **Beverage Supply Development, Inc.**

SECOND: The address of the initial registered office of the corporation is 1913 Woody Drive, Windmere, FL 34786, County of Orange. The name of the registered agent located at said address is Donald Barnhart.

THIRD: The principal address of the corporation is 1913 Woody Drive, Windmere, FL 34786.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 2,000 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Donald Barnhart 1913 Woody Drive, Windmere, FL 34786.
Debrsa Barnhart 1913 Woody Drive, Windmere, FL 34786.

SEVENTH: The duration of the corporation is perpetual.

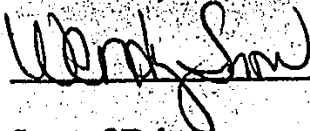
EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Wendy Snow

c/o The Company Corporation

1313 N. Market Street,
Wilmington, DE 19801.

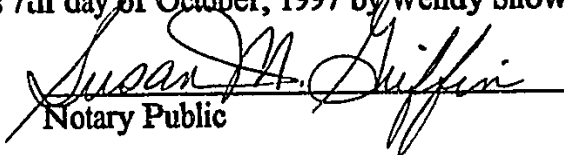
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 7th day of October, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of October, 1997 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow c/o The Company Corporation 1313 N. Market Street, Wilmington, DE 19801-1151. (302) 575-0440.

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SECRETARY OF STATE
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Beverage Supply Development Inc
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of WINDERMERE, State of
Florida, has named Donald Barnhart located at
1912 Woody DR Windermere FL. 34786
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Donald Barnhart

Sept 27-97
Date