

Parrish & Moore, P.A.  
ATTORNEYS AT LAW



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JUN 11, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/29/98--01071--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *New Filing: Suncoast Brands, Inc.*

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with a check in the amount of \$70.00 for Suncoast Brands, Inc.

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

Very Truly Yours,

PARRISH & MOORE, P.A.

  
Michael G. Moore

Enclosures as stated  
cc: Mark W. Kovacs

FILED  
98 JUN 29 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*IN 7-1-98*

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST BRANDS, INC.**

FILED  
98 JUN 29 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **SUNCOAST BRANDS, INC.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in wholesale and retail beverage distribution and in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

Authorized shares

Number:           The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Class A Common Stock.

Voting Rights:   Of the 2000 Class A Common Shares authorized, 1000 of these shares will entitle the holder to 1 vote per share; the remaining 1000 shares will be non-voting.

Par Value:       Each share shall have a stated par value of \$1.00.

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Mark W. Kovacs  
444 Nassau Court  
Marco Island, Florida 34145

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The address of the principal office is: 444 Nassau Court, Marco Island, Florida 34145.

#### **ARTICLE IX**

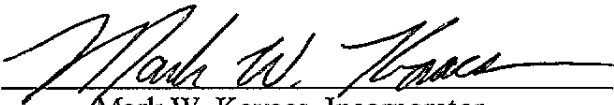
The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**ARTICLE X**

The corporation shall initially have one (1) director. The number of directors may be amended or modified through amendment to the corporation's Bylaws. The initial director of the corporation shall be:

Mark W. Kovacs  
444 Nassau Court  
Marco Island, Florida 34145

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 26 day of June, 1998.

  
\_\_\_\_\_  
Mark W. Kovacs, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is Suncoast Brands, Inc.

444 Nassau Court  
Marco Island, Florida 34145

Two: The name and address of the Registered Agent is:

Michael G. Moore  
c/o Parrish & Moore, P.A.  
2171 Pine Ridge Road, Suite D  
Naples, Florida 34109

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed this 26 day of June, 1998.

  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Michael G. Moore

6/26/98

Date