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PLEASE REPLY TO FORT PIERCE

August 31, 1998

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: ALLSTATE BEVERAGE CO-OP, INC.  
Our File: 1368.001

FILED  
98 SEP -4 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for above captioned corporation and our check in the amount of \$122.50 for the filing fee and other charges. Please certify the copy of the Articles of Incorporation and return it in the self-addressed, stamped envelope provided for your convenience.

Thanking you in advance for your cooperation.

Sincerely,

900002630119--3  
-09/01/98--01045--009  
\*\*\*\*122.50 \*\*\*\*122.50

*Judith L. Kay*

Judith L. Kay, Secretary to  
DOUGLAS E. GONANO, ESQUIRE

DEG/jk  
Enclosures - as stated

RECEIVED  
98 SEP -4 PM 1:17  
DIVISION OF CORPORATIONS  
Please call Eddy  
ready for pickup  
681-6117

298-20080  
DME  
9/1/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

98 SEP -4 AM 9:00

DIVISION OF CORPORATION

September 1, 1998

DOUGLAS E. GONANO, ESQ.  
1600 S FEDERA HWY SUITE 200  
FT. PIERCE, FL 34950-5194

SUBJECT: ALLSTATE BEVERAGE CO-OP, INC.  
Ref. Number: W98000020080

We have received your document for ALLSTATE BEVERAGE CO-OP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

No person doing business in this state shall be entitled to use the word "cooperative" as part of its corporate or other business name unless it has complied with the provisions of Chapter 617, 618, or 619, Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 998A00045140

**ARTICLES OF INCORPORATION  
OF  
ALLSTATE BEVERAGE GROUP, INC.**

**FILED**

98 SEP -4 PM 2:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is: ALLSTATE BEVERAGE GROUP, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 720 South U.S. #1, Fort Pierce, Florida 34950.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

**ARTICLE IV - PURPOSE**

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of Fifty Cent (\$.50) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation

upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 720 South U.S. #1, Fort Pierce, Florida 34950. The name of the initial registered agent of this corporation at that address is: Keith Andersen.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The names and addresss of the initial directors of this corporation is:

Keith Andersen	720 South U.S. #1 Fort Pierce, Florida 34950
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Bradford L. Potts	824 South U.S. #1 Vero Beach, Florida 34962
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#### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and

reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	Keith Andersen
Vice President:	Bradford L. Potts
Secretary:	Bradford L. Potts

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:  
Keith Andersen, 720 South U.S. #1, Fort Pierce, Florida 34950.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

#### ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED


Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder

the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

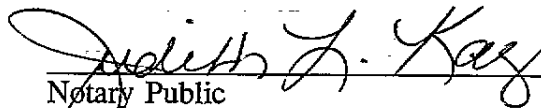
IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 31 day of AUGUST, 1998.

  
\_\_\_\_\_  
Keith Andersen

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared Keith Andersen, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31 day of August, 1998.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:




Judith L. Kay  
MY COMMISSION # CC751550 EXPIRES  
July 5, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Allstate Beverage Group, Inc., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Fort Pierce, State of Florida, has named Keith Andersen, located at 720 South U.S. #1, Fort Pierce, Florida 34950, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Keith Andersen

Title: President

Date: 8/31/98



ACCEPTANCE

FILED

98 SEP -4 PM 2:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN named as registered agent and to accept service of process for the above-named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 31 day of AUGUST, 1998.



Keith Andersen  
Registered Agent