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March 3, 1999

VIA OVERNIGHT DELIVERY

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122.50 **78.75

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: DIAGEO USA, INC.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

EBK/bac
Enclosures
cc: Michael Mengel

FILED
99 MAR -4 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

699-10720
2/5

ARTICLES OF INCORPORATION

OF

DIAGEO USA, INC.

FILED

99 MAR -4 AM 8:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be DIAGEO USA, INC.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

18208 Clear Lake Drive
Lutz, Florida 33549

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$.001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time as provided by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Michael Mengel	18208 Clear Lake Drive Lutz, Florida 33549
Donna Mengel	18208 Clear Lake Drive Lutz, Florida 33549

ARTICLE VIII - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE IX - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE X - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or

hereinafter enacted.

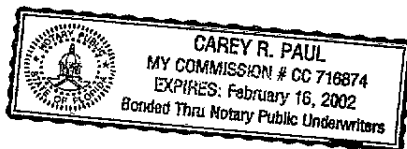
IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation of DIAGEO USA, INC. this 3rd day of March, 1999.

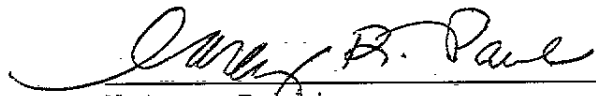

EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of DIAGEO USA, INC.
was sworn to and acknowledged before me this 3 day of March,
1999 by EDWIN B. KAGAN.




Notary Public
My Commission Expires:

Personally known _____ OR Produced Identification ☒
Type of Identification Produced FL DL

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 Section 607.0505, Florida Statutes.


REGISTERED AGENT

99 MAR -4 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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