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Marian A. Lindquist

July 28, 1999

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

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-08/02/99--01110--002
****122.50 *****78.75

RE: Sky Discount Beverage, Inc.

Dear Sir or Madam:

I have enclosed the original and two (2) copies of Articles of Incorporation along with a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover the filing fees. Kindly return one certified copy of the Articles of Incorporation in the enclosed stamped, self-addressed envelope.

Thank you for your cooperation and attention to the above. If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,

Marian A. Lindquist

MAL:tk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SKY DISCOUNT BEVERAGE, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be SKY DISCOUNT BEVERAGE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6230 Southwest Seventh Street, Margate, Florida 33068.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Jorge Garcia, 6230 Southwest Seventh Street, Margate, Florida 33068.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Jorge Garcia, 6230 Southwest Seventh Street, Margate, Florida 33068.

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors to the full extent permitted by law as the law now exists or may be amended hereafter.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 Florida Statutes, 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.


1. The name of the corporation is SKY DISCOUNT BEVERAGE, INC.

2. The name and address of the registered agent and office is Jorge Garcia, 6230 Southwest Seventh Street, Margate, Florida 33068.

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.

DATED: _____

7/28/99



Jorge Garcia
Registered Agent

The undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 1999.



JORGE GARCIA