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COMMONWEALTH OF KENTUCKY  
OFFICE OF SECRETARY OF STATE  
FRANKFORT, 40601

DREXELL R. DAVIS  
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CLINTON H. NEWMAN II  
ASSISTANT SECRETARY OF STATE

OCTOBER 13, 1986

CORPORATION RECORDS (502) 564-7330

ALBERT J. PUCCIARELLI  
GRANDMET USA, INC.  
100 PARAGON DRIVE  
MONTVALE, N. J. 07645

RE: PEPSI-COLA BOTTLING COMPANY  
OF COOKEVILLE, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. ( ) Articles of Amendment
- 2. ( ) Restated Articles of Incorporation
- 3. (XX ) Articles of Merger PEPSI-COLA BOTTLING COMPANY OF COOKEVILLE, INC. (QUAL.) & PEPSI-COLA DISTRIBUTING COMPANY OF KNOXVILLE, (NOT QUAL.) INTO ATLANTIC SOFT DRINK COMPANY OF COLUMBIA, INC. (NOT QUAL.) WERE FILED IN KENTUCKY ON OCTOBER 13, 1986.
- 4. ( ) Other

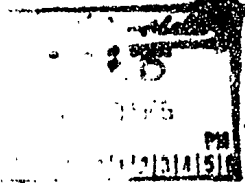
If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Drexell R. Davis  
Secretary of State

RECEIVED

OCT 10 1985



ARTICLES OF MERGER

MERGING

SECRETARY OF STATE  
COMMONWEALTH OF TENN.

PEPSI-COLA BOTTLING COMPANY OF COOKEVILLE, INC., a Tennessee corporation 61/62 4773  
65-613740/65-613740 80-45-00 804

AND

PEPSI-COLA DISTRIBUTING COMPANY OF KNOXVILLE, TENNESSEE, a Tennessee corporation  
SECT OF STATE BY SOUTH CAROLINA  
10-01-85 PAY: 045.00

INTO

ATLANTIC SOFT DRINK COMPANY OF COLUMBIA, INC., a South Carolina corporation

Pursuant to Section 33-17-50 of the Code of Laws of South Carolina, 1976, the undersigned corporation, which owns all of the outstanding shares of each class of each corporation participating in the merger, adopts the following Articles of Merger:

1. The name of the undersigned corporation, into which this merger is effected, is Atlantic Soft Drink Company of Columbia, Inc.
2. The effective time and date of the merger is 5 P.M. EDT, September 30, 1985.
3. The Plan of Merger, attached hereto, was approved by the board of directors of the undersigned corporation.
4. It is represented that the Plan of Merger was approved by the written consent of the undersigned corporation as the sole shareholder of each of the subsidiary corporations on August 1, 1985.
5. The total number of outstanding shares of each class of stock of each of the corporations to be merged into the undersigned corporation and the total number of each share owned by the undersigned corporation, is:

Name of Subsidiary Corporation	Class of Shares	Number of Shares Outstanding	Number of Shares Owned by Surviving Corporation
Pepsi-Cola Bottling Company of Cookeville, Inc.	Class A Common voting	735	735
	Class B Common non-voting	735	456275
Pepsi-Cola Distributing Company of Knoxville, Tennessee	Common	100	100

ORIGINAL FILED  
SECRETARY OF STATE  
COMMONWEALTH OF TENN.

OCT 10 1985

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its Vice President and Assistant Secretary this 30<sup>th</sup> day of August, 1985.

ATLANTIC SOFT DRINK COMPANY  
OF COLUMBIA, INC.

By: David A. Bush  
David A. Bush, Vice President

By: Albert J. Pucciarelli  
Albert J. Pucciarelli  
Assistant Secretary

STATE OF N.J. )  
                  ) SS:  
COUNTY OF Bergen )

The undersigned David A. Bush does hereby certify that he is the duly elected and acting Vice President, of Atlantic Soft Drink Company of Columbia, Inc. and is authorized to execute this verification; that the undersigned does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Manvel this 30<sup>th</sup> day of August, 1985.

David A. Bush  
David A. Bush, Vice President

STATE OF N.J. )  
                  ) SS:  
COUNTY OF Bergen )

The undersigned Albert J. Pucciarelli does hereby certify that he is the duly elected and acting Assistant Secretary, of Atlantic Soft Drink Company of Columbia, Inc. and is authorized to execute this verification; that the undersigned does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Manvel this 30<sup>th</sup> day of August, 1985.

Albert J. Pucciarelli  
Albert J. Pucciarelli  
Assistant Secretary

PLAN OF MERGER

A. The name of each constituent corporation is:

Atlantic Soft Drink Company of Columbia, Inc.

Pepsi-Cola Bottling Company of Cookeville, Inc.

Pepsi-Cola Distributing Company of Knoxville, Tennessee

B. Constituent corporation Atlantic Soft Drink Company of Columbia, Inc. was incorporated as South Carolina Bottling Corporation on January 24, 1964. Its name was changed to Atlantic Bottling Corporation on September 6, 1976. On October 1, 1981, its name was changed to Atlantic Soft Drink Company of Columbia, Inc.

Constituent corporation Pepsi-Cola Bottling Company of Cookeville, Inc. was incorporated under its current name on June 26, 1968.

Constituent corporation Pepsi-Cola Distributing Company of Knoxville, Tennessee was incorporated as Atlantic Beverage Company on December 17, 1976, and received its current name by a change dated August 27, 1977.

C. The name of the surviving corporation is:

Atlantic Soft Drink Company of Columbia, Inc.

D. Upon the effective date of the merger, the shares of the subsidiary corporations shall be cancelled and the separate corporate existence of each subsidiary corporation shall cease.

E. As a result of the merger, the surviving corporation shall succeed to all of the right, title and interest of the subsidiary corporations in and to the assets of same and shall assume all of the obligations and liabilities of each subsidiary corporation.