

Filing Fee: \$100.00

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS 7/03
INTO
Charles Fradin, Inc. (as survivor)

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations: Charles Fradin, Inc. and CFI Acquisition Corp. 10/28/0

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by Chapter 7-1.1:

(Insert Plan of Merger)

(See attached)

2/29/26

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under $\frac{1}{2}$ 7-11-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Charles Fradin, Inc.	999	Class A Common	10
CFI Acquisition Corp.	1	Common	1

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Charles Fradin, Inc.	10	0	Class A Common	10	0
CFI Acquisition Corp.	1	0	Common	1	0

FOURTH: Time merger to become effective ($\frac{1}{2}$ 7-11-69): 11:59 p.m. eastern standard time October 31, 1998

Dated October 30, 19 98

CHARLES FRADIN, INC.

By

Its President

and

Its Secretary

CFI ACQUISITION CORP.

By

Its President

and

Its Secretary

PLAN OF MERGER approved on September 28, 1998 by CHARLES FRADIN, INC., a business corporation organized under the laws of the State of Rhode Island, by resolution adopted by its Board of Directors and stockholders on said date, and approved on September 30, 1998 by CFI ACQUISITION CORP., a business corporation organized under the laws of the State of Rhode Island, by resolution adopted by its Board of Directors and stockholders on said date.

1. CHARLES FRADIN, INC. and CFI ACQUISITION CORP. shall, pursuant to the provisions of the Rhode Island Business Corporation Act be merged with and into a single corporation, to wit, CHARLES FRADIN, INC., which shall be the surviving corporation on the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Rhode Island Business Corporation Act. The separate existence of CFI ACQUISITION CORP., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease on the effective date of the merger in accordance with the provisions of the Rhode Island Business Corporation Act.

2. The Articles of Incorporation of CHARLES FRADIN, INC. as in effect immediately prior to the effective date of the merger shall, pursuant to the merger, be amended to read in all respects except the name of CHARLES FRADIN, INC. (which shall remain unchanged) the same as the Articles of Incorporation of CFI ACQUISITION CORP. as in effect immediately prior to the effective date of the merger and, as so amended, shall continue as the Articles of Incorporation of CHARLES FRADIN, INC. as the surviving corporation of the merger until thereafter amended as and changed in the manner prescribed by the provisions of the Rhode Island Business Corporation Act.

3. The Bylaws of the non-surviving corporation on the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Rhode Island Business Corporation Act.

4. The directors and officers in office of the surviving corporation on the effective date of the merger in the jurisdiction of its organization shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each share of Common Stock, par value \$.01 per share, of CFI ACQUISITION CORP. issued and outstanding immediately prior to the effective date of the merger shall, on the effective date of the merger, be converted into and become one (1) validly issued, fully paid and nonassessable share of Common Stock, no par value of CHARLES FRADIN, INC. All of the shares of Common Stock, no par value, of CHARLES FRADIN, INC. issued and outstanding immediately prior to the effective date of the merger shall, on the effective date of the merger, be converted into and exchanged for 4,694 shares of Class D Common Stock, \$.01 par value per share of Horizon Beverage Group, Inc.

MASSACHUSETTS
STATE OF RHODE ISLAND

COUNTY OF NORFOLK } Sc.

At AVON in said County on the 28th day of
OCTOBER 1998, before me personally appeared Robert L. Epstein
who being by me first duly sworn, declared that he is
the President of CFI Acquisition Corp.
that he signed the foregoing document as such of the
corporation, and that the statements therein contained are true.

Frederick A. Meyer
Notary Public

(NOTARIAL SEAL)

MASSACHUSETTS
STATE OF RHODE ISLAND

COUNTY OF NORFOLK } Sc.

At AVON in said County on the 28th day of
OCTOBER 1998, before me personally appeared James L.
Rubenstein who being by me first duly sworn, declared that he is
the Secretary of CFI Acquisition Corp.
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Frederick A. Meyer
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At West Greenwich in said County on the 27th day of
October 19 98, before me personally appeared Paul M. Fradin,
who being by me first duly sworn, declared that he is
the President of Charles Fradin, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

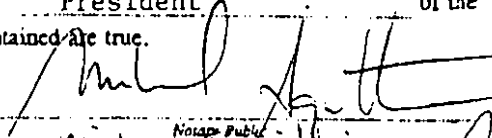
STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At West Greenwich in said County on the 27th day of
October 19 98, before me personally appeared Matthew Ferriter,
who being by me first duly sworn, declared that he is
the Secretary of Charles Fradin, Inc.
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Michael Squitieri Notary Public
Comm Exp 7-9-2001 Noty P-LL


Michael Squitieri Notary Public
Comm Exp 7-9-2001 Noty P-LL



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

October 30, 1998

TO WHOM IT MAY CONCERN:

Re: CFI ACQUISITION CORP.

It appears from our records that the above named corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations