

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Coca-Cola Enterprises Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Coca-Cola Enterprises Inc.

SECOND: The name which it elects to use in Rhode Island is
Coca-Cola Enterprises Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is January 25, 1944 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Bottling and distribution of soft drink products

REC'D
SECRETAR
CORPORAT
APR 23 9 21 AM '90

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attachment B	Director	
	Director	
	Director	
Brian G. Dyson	President	Coca-Cola Plaza, N.W., Atlanta, GA 30313
Thomas D. Sherman	Vice President	Coca-Cola Plaza, N.W., Atlanta, GA 30313
Thomas D. Sherman	Secretary	Coca-Cola Plaza, N.W., Atlanta, GA 30313
Douglas A. Scovanner	Treasurer	Coca-Cola Plaza, N.W., Atlanta, GA 30313
Jasmine K. Chang	Asst. Secretary	Coca-Cola Plaza, N.W., Atlanta, GA 30313

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
500 million	Common	-	\$1
100 million	Preferred	-	\$1

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
140,365,804	Common	-	\$1
1,250	Preferred	CHAMPS	\$1
1,250	Preferred	FLEXMMP	\$1

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,286,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 6,475,600

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$3,882,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$30,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 19, 19 90

Coca-Cola Enterprises Inc.
[Exact Corporate Name of Corporation Making Application]

By Thomas D. Sherman
Its Vice President
and [Signature]
Its Asst. Secretary

STATE OF Georgia }
COUNTY OF Fulton } Sc.

At Atlanta in said County on the 19th day
of April 1990, before me personally appeared
Thomas D. Sherman, who being by me first duly sworn, declared that
he is the Vice President of Coca-Cola Enterprises Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

Notary Public, Fulton County, Georgia
My Commission Expires Oct. 9, 1990

✓60186

Rec'd & Filed APR 23 1990
#1M2-38712

Attachment B

DIRECTORS OF COCA-COLA ENTERPRISES INC.

John L. Clendenin
1155 Peachtree Street, N.E., #2000
Atlanta, Georgia 30367-6000

T. Marshall Hahn, Jr.
133 Peachtree Street, N.E.
Atlanta, Georgia 30303

Claus M. Halle
1001 Crest Valley Drive, N.W.
Atlanta, Georgia 30327

M. Douglas Ivester
Coca-Cola Plaza, N.W.
Atlanta, Georgia 30313

John E. Jacob
500 East 62nd Street
New York, New York 10021

Robert A. Keller
310 North Ave.
Atlanta, Georgia 30313

Donald R. Keough
Coca-Cola Plaza, N.W.
Atlanta, Georgia 30313

Wilton D. Looney
2999 Circle 75 Parkway
Atlanta, Georgia 30339

Francis A. Tarkenton
3340 Peachtree Road, N.E., #1111
Atlanta, Georgia 30326

Joel R. Wells, Jr.
25 Park Place
Atlanta, Georgia 30303

State of Delaware

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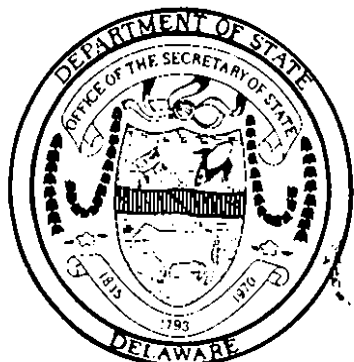
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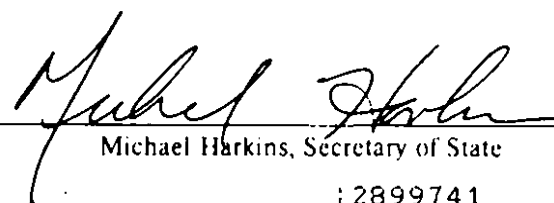
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF COCA-COLA ENTERPRISES INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF STATE OF DELAWARE, MERGING NEW LEASING HOLDING COMPANY A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, CANNERS FOR COCA-COLA BOTTLERS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



720358006


Michael Harkins, Secretary of State

AUTHENTICATION:

: 2899741

DATE:

12/24/1990