

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. #

98864

~~FOR FILING~~ ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

ASAHI BEER U.S.A., INC.

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CORPORATIONS DIV.
JAN 27 1 58 PM '98

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 Asahi Beer U.S.A., Inc.

SECOND: The name which it elects to use in Rhode Island is Asahi Beer U.S.A., 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 October 9, 1987 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 1013 Centre Road, Wilmington, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., #200, Warwick, Rhode Island 02888 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.

C. Baclet

Signature

Charles Baclet, Vice President

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

wholesale sale and distribution of beer

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

Name	Office	Address
See Exhibit A	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100,000	common	n/a	See Exhibit B

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
20,000	common	n/a	See Exhibit C

ELEVENTH An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,000

TWELFTH An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH An estimate of the gross amount of business to be transacted by it during such year is \$ 12,420,000.00

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 \$ 12,420.00

FIFTIETH 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 December 5, 1997

ASAHI BEER U.S.A., INC.
[Exact Corporate Name of corporation Making Application]

By G. Min
Its President
and [Signature]
Its Secretary

STATE OF New York
COUNTY OF New York } Sc.
AT New York, New York in said County on the 5th day
of December 19 97, before me personally appeared Takao Minami
who being by me first duly sworn, declared that
he is the President of Asahi Beer U.S.A., Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

MARLENE MATZELLE
NOTARY PUBLIC, State of New York
No. 41-4797567
Qualified in Queens County
Cert. filed in Queens County
Commission Expires March 20, 1998
(NOTARIAL SEAL) Marlene Matzelle
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____, Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to
the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this
office and are found to conform to law, and that the foregoing is a duplicate original of the
Application for such Certificate.

WITNESS my hand and the seal of the State
of Rhode Island this _____ day of
19 _____

Acting Deputy Secretary of State

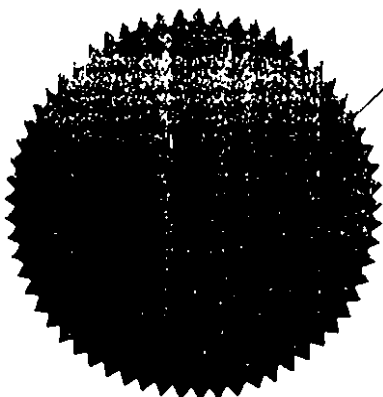


EXHIBIT A
to
APPLICATION FOR CERTIFICATE OF AUTHORITY
for
The State of Rhode Island
for
ASAHI BEER U.S.A., INC.

Article Eighth (Continued):

DIRECTORS

<i>Name</i>	<i>Address</i>
Takao Miura	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503
Yoshiteru Aso	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503
Akira Ohara	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503

OFFICERS

<i>Name</i>	<i>Title</i>	<i>Address</i>
Takao Miura	President	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503
Yoshiteru Aso	Secretary	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503
Yoshiteru Aso	Treasurer	21250 Hawthorne Blvd., Suite 770, Computax Tower, Torrance, California 90503

EXHIBIT B

OFFICER'S STATEMENT

I, TAKAO MIURA, the duly elected and acting President of ASAHI BEER U.S.A., INC., a Delaware corporation (the "Corporation"), do hereby certify that the authorized shares of the Corporation are without par value and further certify that the issued shares are without par value.

5th IN WITNESS WHEREOF, the undersigned has executed this Statement on the day of December, 1997.

ASAHI BEER U.S.A., INC.,
A Delaware Corporation


By: 
Takao Miura
President

EXHIBIT C

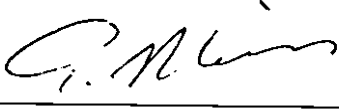
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ASAHI BEER U.S.A., INC.,
A Delaware Corporation

By: _____

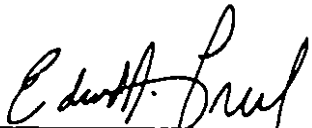

Takao Miura
President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ASAHI BREWERIES U.S.A., INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 1987, AT 9 O'CLOCK A.M.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JAN 27 1 58 PM '98




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8882708

DATE: 01-23-98