

State of Idaho

Office of the Secretary of State

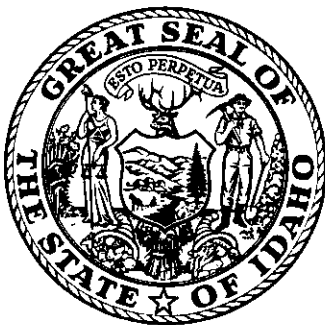
**CERTIFICATE OF AUTHORITY
OF
ODWALLA, INC.**

File Number C 164261

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 3 January 2006



Ben Ysursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 JAN -3 PM 12:35

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Odwalla, Inc.

2. The name which it shall use in Idaho is:
- Odwalla, Inc.

3. It is incorporated under the laws of:
- California

4. Its date of incorporation is:
- 9/19/1985

5. The address of its principal office is:

One Coca-Cola Plaza, Atlanta, GA 30313, ATTN: Tax Dept.

6. The address to which correspondence should be addressed, if different from item 5, is:

One Coca-Cola Plaza, Atlanta, GA 30313 ATTN: Tax Dept.

7. The street address of its registered office in Idaho is:
- 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated:

December 7, 2005

Signature:

Typed Name:

Steve M. Whaley

Capacity:

Senior Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
01/03/2006 05:00
CK: 36236 CT: 1154 BH: 929699
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

C164261

ODWALLA, INC.**Directors:**

Donald R. Knauss	One Coca-Cola Plaza, Atlanta, GA 30313
Connie D. McDaniel	One Coca-Cola Plaza, Atlanta, GA 30313
Steve M. Whaley*	One Coca-Cola Plaza, Atlanta, GA 30313
Donald W. Short	2000 St. James Place, Houston, TX 77056-4198
Steve McCormick*	2000 St. James Place, Houston, TX 77056-4198

*Director and Officer

Officers:

Steve McCormick	President and Chief Executive officer	2000 St. James Place Houston, TX 77056-4198
James R. Steichen	Senior Vice President and Chief Financial Officer	120 Stone Pine Road Half Moon Bay, CA 94909
Geoffrey J. Kelly	Senior Vice President and General Counsel	One Coca-Cola Plaza Atlanta, GA 30313
Steve M. Whaley	Senior Vice President and General Tax Counsel	One Coca-Cola Plaza Atlanta, GA 30313
David M. Taggart	Vice President and Treasurer	One Coca-Cola Plaza Atlanta, GA 30313
Susan Kirmayer	Vice President	1900 Davis Drive Dinuba, CA 93618
Theodore R. Leeman, III	Vice President	1900 Davis Drive Dinuba, CA 93618
Linda A. Frelka	Vice President	1900 Davis Drive Dinuba, CA 93618
Carol C. Hayes	Secretary	One Coca-Cola Plaza Atlanta, GA 30313
Fiona K. Payne	Assistant Secretary	One Coca-Cola Plaza Atlanta, GA 30313
Theodore H. Ghiz, Jr.	Assistant Treasurer	One Coca-Cola Plaza Atlanta, GA 30313
Dan L. Lockridge	Assistant Treasurer	One Coca-Cola Plaza Atlanta, GA 30313

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the **19TH day of SEPTEMBER, 1985, ODWALLA, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
December 28, 2005.



A handwritten signature in black ink, appearing to read "Bruce McPherson", is written over a horizontal line.

BRUCE McPHERSON
Secretary of State

BLJ