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NAME: LA TROPICAL BREWING COMPANY, LLC
AUDIT NUMBER.....H98000009811
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 5
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ARTICLES OF ORGANIZATION
of
LA TROPICAL BREWING COMPANY, LLC

THE UNDERSIGNED organizer does hereby adopt the following Articles of Organization for the purpose of organizing a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I
NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company (the "Company") is:

LA TROPICAL BREWING COMPANY, LLC

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ARTICLE II
DURATION

The Company's period of duration shall be perpetual unless (a) sooner dissolved by the Members, or (b) dissolved upon a statutory event of dissolution.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the street address of the principal office of the Company is 910 Catalonia Avenue, Coral Gables, Florida 33134.

ARTICLE IV
NAME AND ADDRESS OF REGISTERED AGENT IN THIS STATE

The name of the Company's registered agent in the State of Florida is B & C Corporate Services, Inc. and the street address of said registered agent is Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

Prepared By:
Manuel R. Valcarlos IV, Esquire
Florida Bar Number 079911
Brouil and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9466

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ARTICLE V
ADDITIONAL MEMBERS

The members of the Company shall have the right to admit such additional members as are approved by the members representing at least 60% of the Member Interests in the Company, upon such additional terms and conditions as set forth in the Company's Regulations.

ARTICLE VI
CONTINUITY OF BUSINESS


The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII
MANAGEMENT BY MEMBERS

The management of the Company is reserved to the members and the name and address of the person who shall serve as the Company's Managing Member is Manuel J. Portuondo, 910 Catalonia Avenue, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned, by and through its duly authorized officer, has hereunto set its signature this 26th day of May, 1998.

Organizer:


Manuel J. Portuondo, Jr.

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**LA TROPICAL BREWING COMPANY, LLC
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

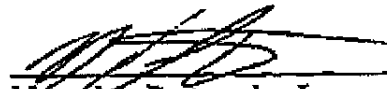
The undersigned member or authorized representative of a member of La Tropical Brewing Company, LLC deposes and says:

- A. The above named limited liability company has at least two members.
- B. The total amount of cash contributed by the members as of formation is: \$ 170,000.00
- C. No property other than cash has been contributed by the members as of formation.
- D. The amount of cash or property anticipated to be contributed by the members is: \$ 380,000.00
- E. The sum of B, C and D is: \$550,000.00

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\$ 380,000.00
\$550,000.00

Dated: May 26, 1998

Member:



 Manuel J. Portmondo, Jr.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations of such position.

DATED this 26th day of May, 1998.

B & C Corporate Services, Inc.


By: Anna Salgado
Its: Vice President

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