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WORLD OF BEER FRANCHISING, INC.

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CORPORATION DIVISION

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SECRETARY OF STATE
STATE OF FLORIDA
**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WORLD OF BEER FRANCHISING, INC.**

WORLD OF BEER FRANCHISING, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. ~~The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on May 29, 2007, but effective as of May 21, 2007.~~

2. Upon the filing of the Articles of Amendment to the Articles of Incorporation, each share of the presently issued and outstanding common stock of the Corporation, without the taking of any action by the holder thereof, shall be converted to an issued and outstanding share of Voting Common Stock.

3. Pursuant to Section 607.1003, Florida Statutes, this amendment to the Articles of Incorporation was approved by a meeting of the shareholders of the Corporation held on March 11th, 2014. The number of votes cast by holders of the common stock was sufficient for approval of this amendment. This amendment was approved by a meeting of the board of directors of the Corporation held on March 11th, 2014.

4. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the changes to Article IV of the Articles of Incorporation of the Corporation shall read as follows:

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Article IV

a. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of Voting Common Stock (the "Voting Common Stock"), without par value; and

1,000,000 shares of Nonvoting Common Stock (the "Nonvoting Common Stock"), without par value.

b. Payment for Stock. The consideration for the issuance of said shares of capital stock ~~may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors.~~ When issued, all shares of stock shall be fully paid and nonassessable.

c. Voting. The entire voting power of this Corporation shall be vested in the Voting Common Stock. Subject to any agreement among the Corporation's stockholders to the contrary, each share of Voting Common Stock shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. There shall be no cumulative voting in the election of directors.

d. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

e. Preferences in the Event of Liquidation. Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

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IN WITNESS WHEREOF, WORLD OF BEER FRANCHISING, INC. has caused these Articles of Amendment to the Articles of Incorporation to be executed by its President, this 26th day of June, 2014.

WORLD OF BEER FRANCHISING, INC.

By: 
Paul E. Avery, President

Wob\docs\aa-recap voting & nonvoting

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA