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FLORIDA DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
95 JAN 23 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Re: Brewmasters of Leesburg Inc.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation, together with the Certificate for Resident Agent and a check to cover filing cost and cost of a certified copy.

Please forward a certified copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



Mr. John V. Posey  
1227 Osowaw Blvd.  
Spring Hill, FL 34607

152.50

5/1/26

\*\*\*\*\*  
ARTICLES OF INCORPORATION  
OF  
BREWMASTERS OF LEESBURG INC.  
\*\*\*\*\*

FILED  
96 JAN 23 5 11 PM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME. The name of this corporation is Brewmasters of Leesburg Inc..

ARTICLE II. NATURE OF BUSINESS. This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of no par value common stock.

ARTICLE IV. INITIAL CAPITAL. The amount of capital with which this corporation will begin business is Fifty thousand (\$50,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI. ADDRESS. The initial post office address of the principal office of this corporation in the State of Florida is 1227 Osowaw Blvd. Spring Hill, FL 34607. The director may, from time to time, move the office to any other address in Florida.

ARTICLE VII. DIRECTORS. This corporation shall have four (4) Directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS. The names and addresses of the initial Directors are:

NAME	ADDRESS
Bruce Franklin	1024 Osowaw Blvd. Spring Hill, FL 34607
John Posey	1227 Osowaw Blvd. Spring Hill, FL 34607

Kelly Franklin 1024 Osowaw Blvd.  
Spring Hill, FL 34607

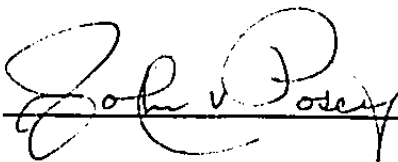
Patricia Posey 1227 Osowaw Blvd.  
Spring Hill, FL 34607

ARTICLE IX. SUBSCRIBERS. The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares of stock they agree to take and the value of the consideration thereof are:

NAME	ADDRESS	SHARES	CONSIDERATION
Bruce Franklin	1024 Osowaw Blvd. Spring Hill, FL 34607	250	\$25,000
John Posey	1024 Osowaw Blvd. Spring Hill, FL 34607	250	\$25,000

ARTICLE X. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless the Directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI. REGISTERED AGENT AND REGISTERED OFFICE. The registered agent of this corporation is John Posey. The registered office of this corporation is 1227 Osowaw Blvd. Spring Hill, FL 34607

 (SEAL)

STATE OF FLORIDA )  
                                  )  
COUNTY OF PASCO )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared John Posey to me well known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that He subscribed to these Articles of Incorporation.

WITNESS my hand and seal at Aripeka, Hernando County Florida,  
this 22 day of Jan, 1996.

  
NOTARY PUBLIC

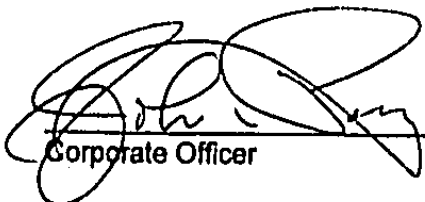


96 JAN 23 11 21 AM  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

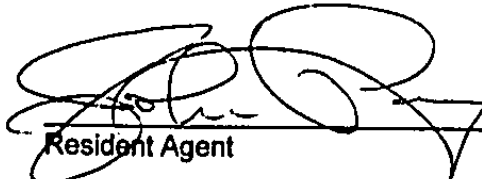
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST. That Brewmasters of Leesburg Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1227 Osowaw Blvd. Spring Hill, 34607 State of Florida, has named John Posey, located at 1227 Osowaw Blvd. Spring Hill, FL 34607, as its agent to accept service of process within Florida.

  
Corporate Officer

Date 1-22-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Resident Agent

Date 1-22-96