

George J. Witous

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P94000068254
10600 SOUTH CECRO AVENUE
CHICAGO, ILLINOIS 60643
December 27, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/27/96--01100--004
*****96.25 *****96.25

Re: MIAMI BREWING COMPANY
Document No. P94000068254

Gentlemen:

As you know, I am the attorney for MIAMI BREWING COMPANY.

Enclosed herewith please find properly executed Articles of Amendment to the Articles of Incorporation of said corporation. I am also enclosing herewith my check in the amount of \$96.25 representing filing fee, request for certified copy of the Amendment and Certificate of Status. Would you please be kind enough to file said Amendment and forward the requested documents to my office at your earliest opportunity.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

George J. Witous
George J. Witous

GJW/ms
Encl.

*Amended
* Cert Copies
Cert of Sta
12-27-96*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 2:22

APPROVED
AND
FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MIAMI BREWING COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50,000 shares Class A Voting Common Stock, No Par Value

APPROVED
AND
FILED
96 DEC 27 PM 12:26
SECRETARY C. STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not Applicable

COPY

Plan of Merger

THIS PLAN OF MERGER is made effective this 30th day of December, 1996, by and between COMPUTERS, INC., a Florida corporation, which shall be referred to as the "Surviving Corporation", and COMPUTE ABILITY, INC., a Florida corporation, which shall be referred to herein as the "Absorbed Corporation".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office located at Punta Gorda, Florida, and is qualified to transact business as a corporation in the State of Florida; and

WHEREAS, the Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 260 Freeport Court, Punta Gorda, Florida 33950; and

WHEREAS, the Absorbed Corporation and the Surviving Corporation are wholly owned by George Vicars and James E. Huden who together own all issued and outstanding shares of stock of the Absorbed Corporation and of the Surviving Corporation in equal shares; and

WHEREAS, the Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations as do their shareholders that the Absorbed Corporation be merged into and with the Surviving Corporation, pursuant to Section 607.1101 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants herein set forth, and in the further consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, each to the other in hand paid, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

1. Merger. COMPUTE ABILITY, INC., a Florida corporation, the Absorbed Corporation, shall merge into and with COMPUTERS, INC., a Florida corporation, the Surviving Corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Conversion of Shares. The shares of the Absorbed Corporation which are issued and outstanding on the effective date of the merger herein contemplated are owned and held equally between the only two (2) shareholders, to-wit: George Vicars and James E. Huden. These same shareholders are the only two (2) shareholders in the Surviving Corporation, however, the maximum amount of shares for the Surviving Corporation has previously been issued. Therefore, the shares of the Absorbed Corporation will be given to the Surviving

Corporation and no new shares from said Surviving Corporation will be issued, but rather the value per share in the Surviving Corporation will increase as a result of the merger. The Surviving Corporation will also be liable for any and all indebtedness of the Absorbed Corporation. The said shares shall be converted into one (1) share of common stock of the Surviving Corporation.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. ByLaws. The ByLaws of the Surviving Corporation shall continue to be the ByLaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Effective Date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State or the date when any requirements imposed upon the surviving corporation by the laws of its jurisdiction are met, whichever is later.

IN WITNESS HEREOF, the undersigned have hereunto set their hands and the seals of the respective corporations effective the date and year first above written.

Signed, Sealed and Delivered
in the Presence of:

John B. Mizell
JOHN B. MIZELL
Printed name of first witness

Kim Dutton
KIM DUTTON
Printed name of second witness

COMPUTERS, INC.

By: [Signature]
George Vicars, its President

Attest: [Signature]
GEORGE VICARS, its Secretary

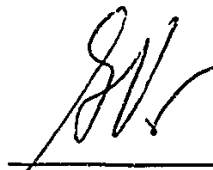
John B. Mizell
JOHN B. MIZELL
Printed name of first witness

Kim Dutton
KIM DUTTON
Printed name of second witness

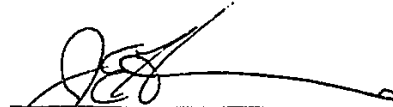
COMPUTABILITY, INC.

By: [Signature]
GEORGE VICARS, its PRESIDENT

Attest: [Signature]
GEORGE VICARS, its SECRETARY



GEORGE VICARS, Individually, and one-half (½)
owner of all outstanding shares of stock in both the
Surviving Corporation and the Absorbed Corporation



JAMES E. HUDEN, Individually, and one-half (½)
owner of all outstanding shares of stock in both the
Surviving Corporation and the Absorbed Corporation

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