

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John S. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, Fl 33414

Director: Beverly D. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, Fl 33414

B. OFFICERS

President: John S. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, Fl 33414

Vice President: David A. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, FL 33414

Secretary: Beverly D. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, Fl 33414

95 APR 17 AM 11 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Treasurer: David A. Middlebrook

Address: 2771 Long Meadow Drive

West Palm Beach, Fl 33414

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John A. Middlebrook

(Typed or printed name and capacity of person signing application)

FILED

95 APR 17 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 5820-091-3



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

BREW PUB SOCIETY INCORPORATED, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 21, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof,

my hand and cause to be affixed the Seal of the State of Illinois this _____ day of _____ APRIL _____ A.D., 19 95

George H Ryan
SECRETARY OF STATE

FILED
95 APR 17 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F95000001847

FREEBORN & PETERS

Suite 3000
800 SEVENTEENTH STREET
DENVER, COLORADO 80202-3826
(303) 628-4388

Suite 3000
311 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-0677
(312) 360-8000

Suite 511
315 EAST ANGELO
SPRINGFIELD, ILLINOIS 62701-1122
(217) 535-1000

Thomas M. McGuire
Paralegal

Direct (312) 360-6561
Fax (312) 360-6573

May 16, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300001-96893
-05/23/95-01089-001
****\$35.00 ****\$35.00

Re: BrewPub Society Incorporated

To Whom It May Concern:

Enclosed please find for filing Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the above mentioned company. A firm check in the amount of \$35.00 is enclosed in payment of the required filing fees. Please return the file stamped copy to the attention of the undersigned.

If you have any questions please call me. Thank you for your assistance.

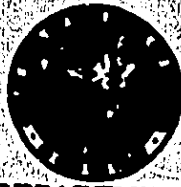
Sincerely,

The corp. should have registered under the name of THE GREAT BREWPUB SOCIETY, INCORPORATED when they first in Florida. However, the name change in Illinois and qualification in FL were mailed around the same time. The name change in Illinois was filed first.

Thomas M. McGuire
Thomas M. McGuire
Paralegal

FILED
JUN 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC Amend
SP



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1995

THERESE M. MCGUIRE, PARALEGAL
FREEBORN & PETERS, P.A.
SUITE 3000, 311 SOUTH WACKER DRIVE
CHICAGO, IL 60606-6677

SUBJECT: BREWPUB SOCIETY, INCORPORATED
Ref. Number: F95000001847

We have received your document for BREWPUB SOCIETY, INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The certificate from the state of incorporation evidencing the name change must state, the old name changing to the new name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 495A00027464

LAW OFFICES OF

FREEBORN & PETERS

SUITE 2000
600 SEVENTEENTH STREET
DENVER, COLORADO 80202-3530
(303) 625-4200

SUITE 2000
311 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-0577
(312) 380-0000

SUITE 211
215 EAST ADAMS
SPRINGFIELD, ILLINOIS 62701-1122
(217) 536-1000

Therese M. McGuire
Paralegal

Direct (312) 380-6361
Fax (312) 380-6373

June 19, 1995

Susan Payne
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: BrewPub Society Incorporated

Dear Ms. Payne:

Enclosed please find a certified copy of evidence, from the Illinois Secretary of State's Office, evidencing the name change of BrewPub Society Incorporated to The Great BrewPub Society Incorporated.

If you have any questions please call me. Thank you for your assistance.

Sincerely,

Teri McGuire

Therese M. McGuire
Paralegal

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA
(a.607.1504,F.S.)**

SECTION I (1-3 must be completed)

1. BrewPub Society Incorporated
Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: Illinois

3. Date authorized to do business in Florida: April 17, 1995

FILED
MAY 23 1995
DEPT. OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

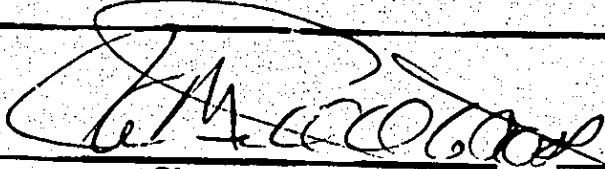
April 13, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

The Great BrewPub Society, Incorporated

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature

5/4/95
Date

John S. Middlebrook

Typed or printed name

President

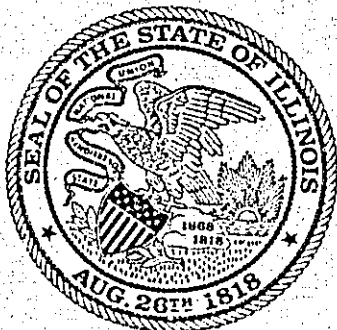
Title

File Number 5820-091-3



In all to whom these presents shall come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF BREWPUB SOCIETY INCORPORATED, INCORPORATED
AS A DOMESTIC CORPORATION, INCORPORATED FEBRUARY 21, 1995,
WAS FILED IN MY OFFICE APRIL 13, 1995. CHANGING CORPORATE
TITLE TO THE GREAT BREWPUB SOCIETY, INCORPORATED.*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 16th
day of JUNE *A.D., 19* 95

George H. Ryan

SECRETARY OF STATE

F95000001847

LA OFFICES OF
FREEBORN & PETERS

SUITE 3000
311 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-6677
(312) 360-6000

SUITE 2100 SOUTH
600 SEVENTEENTH STREET
DENVER, COLORADO 80202-5419
(303) 828-4200

Therese M. McGuire
Paralegal

Direct (312) 360-6561
Fax (312) 360-6573

April 7, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

000001454880
-04/12/95--01099--007
*****70.00 *****70.00

Re: BrewPub Society, Incorporated

To Whom It May Concern:

Enclosed please find for filing an Application by Foreign Corporation For Authorization Transact Business in Florida for the above mentioned company. A firm check in the amount of \$70.00 is enclosed in payment of the required filing fees. Please return the file stamped copy to the attention of the undersigned.

If you have any questions please call me. Thank you for your assistance.

Sincerely,

Therese McGuire
Therese M. McGuire
Paralegal

FILED
95 APR 17 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. BrewPub Society, Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. February 21, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 2771 Long Meadow Drive
West Palm Beach, Fl 33414
(Current mailing address)
8. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be authorized under the Illinois
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) (cont.) Corporation Act of 1983 and permitted under the Florida General Corporation Act. (cont.)
9. Name and street address of Florida registered agent:
Name: David Middlebrook
Office Address: 2771 Long Meadow Drive
West Palm Beach, Florida, 33414
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature) (Officer)

David Middlebrook

(Type Name and Title of Officer)

FILED
95 APR 17 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA