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TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

ACCT#:

FAX #:

NAME: UPPER PENINSULA BREWERY INC.
AUDIT NUMBER.....H96000016421
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1603, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Upper Peninsula Brewery Inc.
(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. Delaware 3. 59-3409098
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Sept 11, 1996 5. Perpetual
(Date of incorporation) (Duration: Your corp. will cease to exist or perpetual)

6. 1 December 1996
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.165, F.S.)

7. 503 Brent Lane
Deerfield FL 32503
(Current mailing address)

8. Retail Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Larry Wolfe

Office Address: 200 A John Knox Rd.

Tallahassee, Florida, 32303
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated 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.

see attached

(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: H96000016421

A. DIRECTORS

Chairman: Richard H. Fillman Jr.
Address: 6901 Weatherwood Dr.
PENSACOLA FL
Vice Chairman: JACK D. Hamilton
Address: 1950 Universal City Blvd
Universal City TX 78148
Director: STEVEN J. Terrian
Address: 2225 Elliot
Orlando FL 32806
Director: _____
Address: _____

B. OFFICERS

President: Richard H. Fillman Jr.
Address: 6901 Weatherwood Dr.
PENSACOLA FL 32506
Vice President: STEVEN J. Terrian
Address: 2225 Elliot
Orlando FL 32806
Secretary: JACK D. Hamilton
Address: 1950 Universal City Blvd
Universal City TX 78148
Treasurer: Louise Ann Fillman
Address: 6901 Weatherwood Dr
PENSACOLA FL 32506

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

13. Richard H. Fillman Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard H. Fillman Jr.
(Typed or printed name and capacity of person signing application)

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CRRTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Upper Peninsula Brewery Inc. dealing to organize under the laws of the state of Florida with its principal place of business located in the city of Pensacola, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

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 duties.


Larry Wolfe

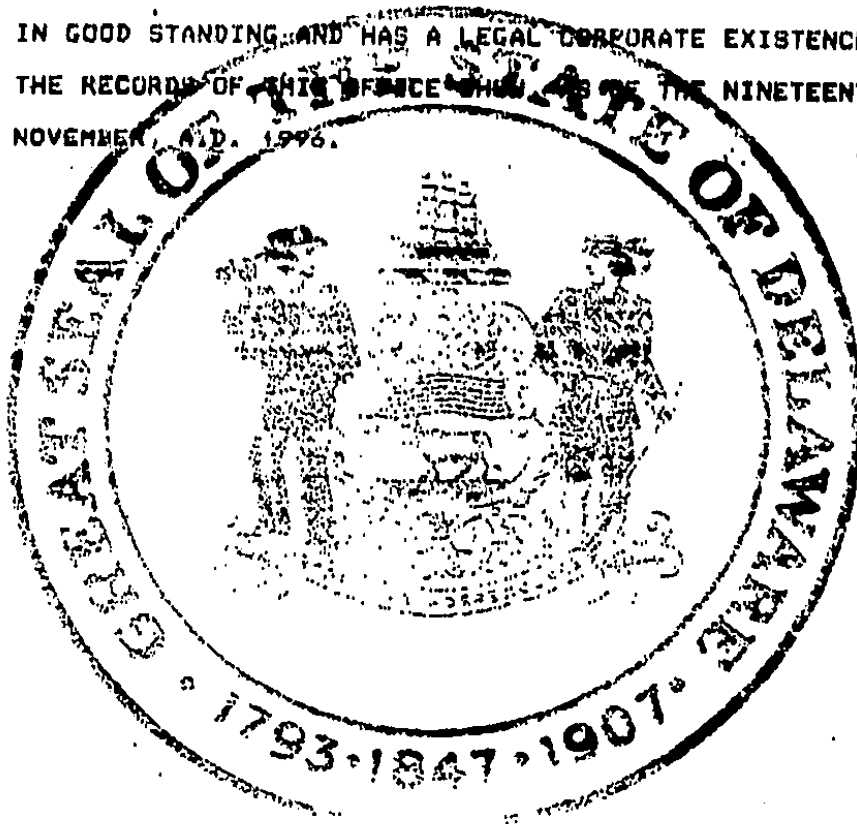
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 'UPPER PENINSULA BREWERY INC.' IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 1996.



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8199860
DATE: 11-19-96