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TALLAHASSEE, FLORIDA

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HOWARD A. CAPLAN

Attorney, P.A.

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May 12, 2004

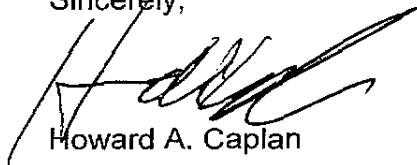
Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Restated Articles of Organization of Southend Brewery
of Jacksonville, LLC along with the statement of registered agent and check for the
appropriate fee.

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TALLAHASSEE, FLORIDA

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

RESTATED ARTICLES OF ORGANIZATION
OF
SOUTHEND BREWERY OF JACKSONVILLE , LLC

The undersigned, a natural person competent to contract and authorized representative of the initial members, hereof hereby presents these restated articles under Section 608.411, Florida Statutes.

ARTICLE I

The original Articles of Organization were filed on April 20, 2004, and assigned document number L04000030226.

ARTICLE II

This Company will exist perpetually.

ARTICLE III

The principal office, and the mailing address, of the Company initially will be at 2220 County Road 210 West, Suite 108 - 109, Jacksonville, Florida 32259.

ARTICLE IV

The registered office will be and the registered agent at that same address are:

Agent

Howard A. Caplan, Attorney, P.A.

Registered Office Address

6260 Dupont Station Court, Suite C
Jacksonville, FL 32217

ARTICLE V

Admission of new members will be as set forth in the Operating Agreement of the Company.

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ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence or any other event that terminates the continued membership of a member will not prevent the remaining members from continuing to operate the Company.

ARTICLE VII

The management of the Company is reserved to the members of the Company. However, the members may, upon vote of the current membership interest ownership, elect to be manager managed.

ARTICLE VIII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including a restaurant and brewpub.

ARTICLE IX

No contract or other transaction between this Company and any other company will be affected by the fact that any member of this Company is interested in or is a member of such other company. Every person who may become a member of this Company is hereby relieved from any liability that might otherwise exist from contracting with this Company for the benefit of himself or any firm, association, or company in which he may be interested in any way.

ARTICLE X

This Company will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This Company will have the

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power to make loans, secured or unsecured, to its Members, providing said members are active employees of the Company.

ARTICLE XI

The Company may indemnify any and all persons who may serve or who have served at any time as member, manager, managing member, employee, or agent of the Company or at any time have served as member, manager, managing member, employee, or agent of another company in which the Company at such time owned or may own an membership interest or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them, or any of them, by reason of being or having been members, managers, managing members, employees, or agents of the Company, or of such other company except in relation to matters as to which any such member, manager, managing member, employee, or agent or former member, manager, managing member, employee, or agent will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of members, or otherwise, and the Company may indemnify any member, manager, managing member, employee, or agent or any former member, manager, managing member, employee, or agent to the

fullest extent permitted by law.

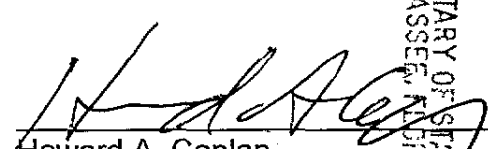
ARTICLE XIII

The names and addresses of the managing members are as follows;

Kerry C. Williams
2220 County Road 210 West
Suite 108 - 109
Jacksonville, FL 32259

Garrett Luebker
407 Penwood Drive
Edgewater, MD 21037

IN WITNESS WHEREOF, the undersigned authorized representative of initial members, Kerry C. Williams and Garrett Luebker, has executed these Restated Articles of Organization this 10th day of May, 2004.


Howard A. Caplan

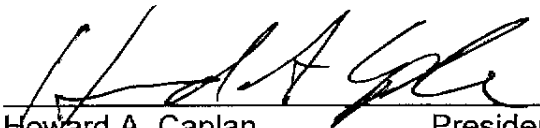
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ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

Dated this 10th day of May, 2004.

HOWARD A. CAPLAN, ATTORNEY, P.A.


Howard A. Caplan President

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