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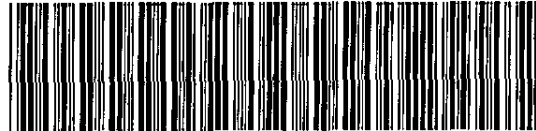
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2005 NOV 14 PM 3:19
TALLAHASSEE, FLORIDA

J. BRYAN NOV 18 2005



Tritt & Franson, P.A.

Attorneys at Law

Construction & Real Estate Law
Commercial Litigation

November 9, 2005

Via UPS, Second Day Delivery

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Titan Brewing, LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced proposed Florida limited liability. Also enclosed is our check in the amount of \$160.00 representing the following:

Filing Fee for Articles of Organization-----	\$100.00
Designation of Registered Agent-----	25.00
Certified Copy-----	30.00
Certificate of Status-----	5.00
Total-----	\$160.00

Please file the Articles of Organization and forward us a certified copy as soon as possible.

Should you have any questions or require anything further, please do not hesitate to contact me.

Very truly yours,

Reese J. Henderson, Jr.

RJH/jhb
Enclosures

cc: Mr. Kerry Roche

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**ARTICLES OF ORGANIZATION
OF
TITAN BREWING, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company shall be TITAN BREWING, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 2157 Viscount Row, Orlando, Florida 32809.

ARTICLE II

Duration

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization adopted by the members.

ARTICLE III

Purposes and Powers

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

Registered Office and Agent

The name and street address of the registered agent in the State of Florida is Reese J. Henderson, Jr., Tritt & Franson, P.A., 707 Peninsular Place, Jacksonville, Florida 32204.

ARTICLE V

Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI

Admission and Withdrawal of Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE VII

Termination of Existence

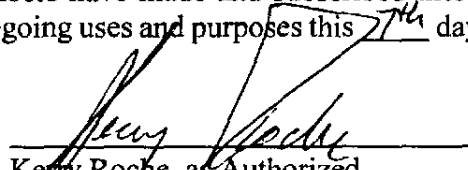
The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company may be terminated upon the vote of the members as provided in the Operating Agreement.

ARTICLE VIII

Manager

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The initial manager shall be Kerry Roche, 1589 Drury Court, St. Augustine, Florida 32092.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this 27th day of November, 2005.


Kerry Roche, as Authorized
Representative of Members
John Donovan Roche
Conor Hill Roche

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FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, the undersigned Limited Liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

TITAN BREWING, LLC

2. The name and address of the registered agent and office is:

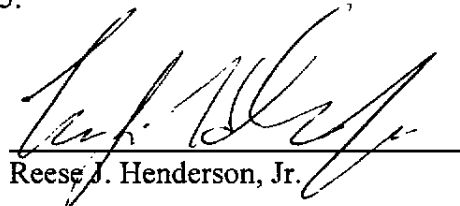
Reese J. Henderson, Jr.
Tritt & Franson, P.A.
707 Peninsular Place
Jacksonville, Florida 32204

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ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Limited Liability Company Act.

DATED: This 7th day of November, 2005.


Reese J. Henderson, Jr.