

Division of Corporations

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Effective Date **3/8/2010**

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Fax Number : (850) 617-6383

From:

Account Name : GLENN RASMUSSEN & FOGARTY, P.A.  
Account Number : I19990000156  
Phone : (813) 229-3333  
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## FLORIDA LIMITED LIABILITY CO.

## JP Beer Partners, LLC

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**GLENN RASMUSSEN  
FOGARTY & HOOKER**

BUSINESS LAW

100 South Ashley Drive, Suite 1300, Tampa, Florida 33602  
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MERITAS LAW FIRM WORLDWIDE

**FAX TRANSMITTAL MEMORANDUM****DATE:** August 6, 2010**TO:** Brenda Tadlock**FROM:** Sharon Docherty Danco**RE:** JP Beer Partners, LLC**FAX NO:**

(850) 245-6030

(813) 229-5946

THIS COMMUNICATION IS INTENDED ONLY FOR THE PERSON TO WHOM IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS CONFIDENTIAL, LEGALLY PRIVILEGED, OR OTHERWISE RESTRICTED FROM DISCLOSURE TO ANYONE ELSE. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY THE SENDER BY TELEPHONE AND RETURN THE ORIGINAL TELECOPY BY MAIL TO THE SENDER AT THE ADDRESS LISTED ABOVE. ANY USE, DUPLICATION, DISSEMINATION, OR DISTRIBUTION OF THIS COMMUNICATION BY ANYONE WHO RECEIVED IT IN ERROR IS STRICTLY PROHIBITED. THANK YOU.

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THE MERITAS LAW FIRMS WORLDWIDE

August 6, 2010

**VIA FACSIMILE 850/245-6030**

Ms. Brenda Tadlock  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: JP Beer Partners, LLC**

Dear Ms. Tadlock:

Thank you again for your assistance with this matter. Pursuant to your request, this letter confirms that making the effective date of the Articles of Organization of JP Beer Partners, LLC, March 11, 2010, will not adversely affect any person or entity. We apologize for the inconvenience. Although we usually check Sunbiz.org shortly after filing to confirm that our filings have been made, we inadvertently did not check this filing. We mistakenly believed that we had received confirmation from your office that the filing was effective (what we had in our files, unfortunately, was only the fax confirmation sheet). We had filed another set of Articles of Organization for another entity with a similar name for the same transaction that was effective the same date. I expect we mistakenly believed that the confirmation was for JP Beer instead.

Thank you again. Please let me know if there is any additional information you need from our firm with respect to this matter.

Sincerely,

GLENN RASMUSSEN  
FOGARTY & HOOKER, P.A.

*Sharon Docherty Danco*  
Sharon Docherty Danco

SDD/gmm

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**ARTICLES OF ORGANIZATION  
OF  
JP BEER PARTNERS, LLC**

The undersigned authorized representative executes these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I. NAME**

The name of the limited liability company is JP Beer Partners, LLC.

**ARTICLE II. ADDRESS**

The mailing and street address of the principal office of the limited liability company is:

4945 62nd Ave South  
St. Petersburg, FL. 33715

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent are:

James Pollard  
4945 62nd Ave South  
St. Petersburg, FL. 33715

**ARTICLE IV. MANAGEMENT OF COMPANY**

The business of the limited liability company initially will be managed by one manager who will be elected or appointed in the manner set forth in its Operating Agreement. The name of the initial manager is James Pollard.

The manager has the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the office and have the responsibilities that are conferred on the manager in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is a manager of the limited liability company.

**ARTICLE V. PURPOSE, POWERS, AND AUTHORITY**

The limited liability company is organized for any lawful purpose, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do everything described in the Florida Limited Liability Company Act and the following:

- (a) Sue or be sued, or defend or complain, in its name;
- (b) Transact any lawful business that will aid governmental policy;
- (c) Cease its business activities, wind up its affairs, liquidate, and dissolve;

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- (d) Make donations to the public welfare or for charitable, scientific, or educational purposes;
- (e) Conduct its business, locate its offices, and exercise all the powers of a limited liability company within or outside the State of Florida;
- (f) Adopt, amend, and repeal an Operating Agreement for the operation and administration of its affairs that is consistent with these Articles of Organization;
- (g) Sell, lend, lease, assign, convey, pledge, exchange, mortgage, transfer a security interest in, or otherwise encumber or dispose of all or any part of its assets or property;
- (h) Make contracts, agreements, commitments, and undertakings that are conducive, incidental, or necessary to the conduct of its business and the accomplishment of its purposes;
- (i) Elect or appoint agents, officers, and managers, define their duties, and fix their compensation, all in accordance with its Operating Agreement adopted by the members of the limited liability company;
- (j) Be a member, manager, partner, trustee, promoter, associate, shareholder, or incorporator of any trust, corporation, joint venture, limited liability company, general or limited partnership, or other business organization;
- (k) Acquire, receive, or possess by lease, exchange, purchase, subscription, or otherwise any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (l) Pay, fund, and provide employee welfare and retirement benefits for employees and former employees and establish employee welfare and retirement benefit plans, trusts, and arrangements for any or all of its managers and employees;
- (m) Own, use, hold, operate, develop, maintain, improve, renovate, construct, rehabilitate, or otherwise deal in or with any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (n) Engage agents, brokers, lawyers, appraisers, accountants, consultants, asset managers, property managers, and other advisors, professionals, and representatives who are conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;
- (o) Hold, sell, purchase, transfer, exchange, or otherwise invest and reinvest its funds in mortgages, securities, real estate, promissory notes, certificates of deposit, money market funds, guaranteed investment contracts, securities repurchase agreements, and other kinds of investments;
- (p) Indemnify any agent, officer, member, manager, employee, or other person as provided by law against liabilities and expenses incurred by the person in connection with the defense of any suit, action, or proceeding, whether civil, criminal, or administrative, to which the person is a party;

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(q) Vote and otherwise exercise the voting, dissenting, and consensual rights and powers of any stock, membership interest, partnership interest, or other voting interest owned or possessed by it with respect to any other corporation, limited liability company, general or limited partnership, or other business organization;

(r) Renew, recast, modify, extend, increase, refinance, or prepay, as a whole or in part, any liability, obligation, or indebtedness of the limited liability company, and to renew, extend, or modify any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any of its income or property that serves as security for any liability, obligation, or indebtedness of the limited liability company;

(s) Borrow money, incur liabilities, obligations, and indebtedness, and issue bonds, debentures, promissory notes, and other evidences of obligations to pay money in furtherance of the conduct of its business and the accomplishment of its purposes and to secure any liability, obligation, or indebtedness of the limited liability company by a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on all or any part of its income or property;

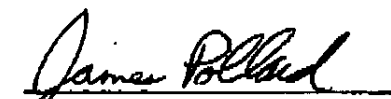
(t) Extend credit, lend money or other property, and otherwise provide financial assistance to any member, manager, officer, employee, or other person for the benefit of the limited liability company, with or without security, and receive and hold any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any income or property of another person as security for repayment of any loan or extension of credit; or become directly or contingently liable as a surety, endorser, co-obligor, guarantor, or accommodation party for the payment or performance of any liability, obligation, or indebtedness of another person that the managers of the limited liability company consider to be conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes, including entering into any contract of guaranty or suretyship that is conducive, incidental, or necessary to the conduct of the business or accomplishment of the purposes of a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by the limited liability company, a corporation, partnership, or limited liability company that owns directly or indirectly a majority of the outstanding membership units of the limited liability company, or a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by a corporation, partnership, or limited liability company that owns directly or indirectly a majority of the membership units of the limited liability company; and

(u) Engage in any activity, make any payment or donation, enter into and perform any contract, and do any and all other acts and things that are consistent with law and conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes.

#### ARTICLE VI. COMMENCEMENT OF EXISTENCE

The existence of the limited liability company will commence at 12:01 A.M., Tampa, Florida time, on March 8, 2010, when these Articles of Organization are filed with the Florida Department of State.

DATE: March 8, 2010

  
James Pollard  
Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the limited liability company named above at the place designated in these Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 608, Florida Statutes.

**DATE:** March 8, 2010  
James Pollard