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103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12/28/99

REF. #: 0262.9713

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****155.00 ****155.00

CORP. NAME: Brewmen, LLC

- | | |
|--|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 |
| <input type="checkbox"/> OTHER: | |

RECEIVED
99 DEC 28 AM 11:07
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
☒ LIMITED LIABILITY
☐ WITHDRAWAL
☐ UCC-3

STATE FEES PREPAID WITH CHECK# 3598 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/28

ARTICLES OF ORGANIZATION

OF

BREWMEN, LLC

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I NAME

The name of the limited liability company shall be:

BREWMEN, LLC

ARTICLE II PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV ADDRESS AND PLACE OF BUSINESS

The mailing and street address of the principal office in Florida for the limited liability company are 2909 Bay to Bay Boulevard, Suite 309, Tampa, FL 33629.

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ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 2909 Bay to Bay Boulevard, Suite 309, Tampa, FL 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers of this limited liability company shall consist of a number of persons elected by a majority vote in interest of the members of the limited liability company; provided, however, that so long as either Brian E. Smith or Larry W. Smith shall be living, Brian E. Smith and Larry W. Smith, or the survivor of them, shall have sole voting rights with respect to the election of managers, and the interests of all other members shall be deemed to be nonvoting interests for such purpose. The initial Board of Managers shall consist of one person. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The name and current address of the manager who is to serve as the initial manager until the first annual meeting of members and until his successor is elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Larry W. Smith	c/o Thomas P. McNamara, P.A. 2909 Bay To Bay Blvd. Suite 309 Tampa, Florida 33629

ARTICLE VII
OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The names and percentage interests of the initial members are as follows:

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<u>Member</u>	<u>% Interest</u>
Dianne S. Haener	19.2% 19.8%
Judith S. Shepanek	19.2% 19.8%
Brian E. Smith	19.2% 19.8%
Larry W. Smith	19.2% 19.8%
Leslie Smith	19.2% 19.8%
Delores Gauer	1.0%
	<u>TOTAL 100%</u>


ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the limited liability company upon approval by the Board of Managers. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.

ARTICLE IX ACKNOWLEDGMENT

The undersigned, being a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of BREWMEN, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the operating agreement of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 23rd day of DEC, 1999.

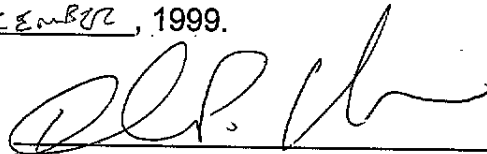

LARRY W. SMITH

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BREWMEN, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 23 day of DECEMBER, 1999.



THOMAS P. McNAMARA

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