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TALLAHASSEE, FLORIDA

Amended
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Best Beer, Inc.

DOCUMENT NUMBER: P0200007414

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Reubin Share

(Name of Contact Person)

Reu-Dom & Associates

(Firm/ Company)

P. O. Box #39588

(Address)

Fort Lauderdale, Florida. 33339-9588

(City/ State and Zip Code)

For further information concerning this matter, please call:

Reubin Share

(Name of Contact Person)

at (954) 536-2739

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 JUN 26 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Best Beer, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P02000007414

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Best Beer, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Enclosed herewith the entire article of amendments for Best Beer Inc.

for the articles of incorporation.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: June 15th, 2007

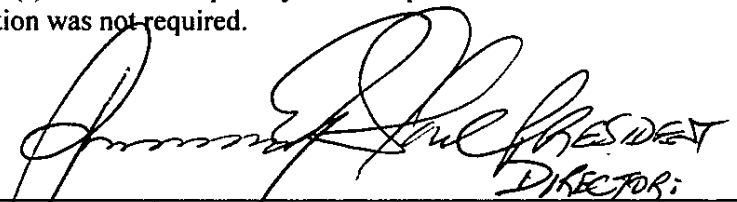
Effective date if applicable: July 31st, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature  **PRESIDENT**
DIRECTOR:

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Reubin Share
(Typed or printed name of person signing)

Director & President
(Title of person signing)

FILING FEE: \$35

ARTICLES OF AMENDMENTS
TO THE
ARTICLES OF INCORPORATION
OF
BEST BEER, INC.

Pursuant to the provisions of section 607.1006 of Florida Statutes, The undersigned corporation adopts the following articles of amendments and pursuant to section 607.0202 of the laws of the State of Florida these articles of incorporation. As follows:

ARTICLE I
NAME

The name of the corporation is **BEST BEER, INC.**

ARTICLE II
Business and Purpose

The purpose of the corporation is to engage in the transaction of any and all business permitted under the laws of the State of Florida General Corporation Act and of the United State of America or any other, Country, Territory or Nation and where we intend to conduct business.

ARTICLE III
Term of Existence

This corporation shall exist perpetually commencing with the filing of these articles of amendment and these articles of corporation that shall have perpetual existence.

ARTICLE IV
Stock

That this corporation is authorized to issue Two Hundred Million (2,000,000,000) shares of Common stock non-voting shares and each having the par value of (\$0.001) per share and Two Hundred Million (2,000,000,000) shares of Common stock voting share, and each having the par value of (\$0.001) per share and Ten Thousand shares of Preferred stock and each having the par value of (0.0001) per share. With the rights privileges and preferences of the preferred shareholder to be designated by the board of Directors or until canceled or disposed of (whether by resale or otherwise) by the corporation. If the corporation cancels any such shares the canceled shares shall constitute authorized and un-issued shares of the same class and shall be undesignated as to the series.

ARTICLE V
Capital Investment

The amount of capital with which the corporation will begin business will not be less than Five hundred Dollars (\$500.00) and such stock may be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE VI

Preemptive rights

The shareholders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation and of the same kind, class or series as may be issued for cash (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any shareholders is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the shareholder to all shares of common stock currently authorized (authorized and issued).

ARTICLE VII

Registered office and registered agent

The initial Registered Agent for service of process within this State of Florida for this corporation shall be Reu-Dom & Associates and the registered office address shall be located at 1100 N.W. 53rd, Street, Suite # 6 Fort Lauderdale, Florida. 33309-3169 or at such other place as the board of directors shall from time to time direct with appropriate notice being given to the Secretary of State of Florida in accordance with the law.

ARTICLE VIII

Initial Principal office

The initial street address and the principal place of business of this corporation will be: 1100 N.W. 53rd, Street, Suite # 6 Fort Lauderdale, Florida. 33309-3169 and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. This corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all foreign countries, and may have one or more offices in any of said places of business.

ARTICLE IX

Indebtedness

The corporation may from time-to-time issue Indebtedness in the highest amounts or liability for which the corporation shall be subjected to it and will be unlimited.

ARTICLE X

Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI

By Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Board of Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XII

Board of Directors

The business of the corporation shall be conducted by a Board of Directors, which shall consist of one or more members, as the same may be provided by the By-Laws of the corporation, and by the following officers, with a President, Vice President, Secretary and Treasure such other officers as the Board of Directors may elect.

ARTICLE XIII

Directors

The Business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than thirteen (13) directors. A quorum for the holding of a meeting of Board of Directors and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors by unanimous consent in writing, included in the minutes of the corporation, may consent to be doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee" and the (3) initial Directors who are listed below and the number of directors may be either increased or decreased from time to time subject to the provisions of these Articles of Incorporation, the By-Laws as amendment and the acts of Legislature of the State of Florida and shall hold office for the first year of the corporation's existence, or until his/her successor is elected and qualified, and whose names and address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Reubin Share Director & President	1100 N.W. 53 rd , Street, Suite # 6 Fort Lauderdale, Florida.33309-3169
Dominique Share Director & Secretary Treasure Vice President	1100 N.W. 53 rd , Street, Suite # 6 Fort Lauderdale, Florida.33309-3169
MICHAEL N. FOGEL, Director	2240 Kidwin Lane Lake Worth, Florida.33461

ARTICLE XIV

BOARD OF DIRECTORS AND MANAGENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including without limitation the power:

SECTION 1: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board of directors.

SECTION 2: To make, alter, and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter, and repeal such By-Laws.

SECTION 3: To determine whether and to what extent and at what times and places and under what conditions and regulations, the records, accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any accounts, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida or as authorized by the Board of Directors.

SECTION 4: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or, out of net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION 5: To fix and determine from time to time an amount to be set apart, out of any of the funds of the Corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION 6: To make any lawful disposition of any paid in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital accounts.

SECTION 7: To use or apply any funds of the Corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such price as may be fixed by the Board of Director, and to such extent and in such manner and for such purposes and upon such terms as the Board of Director may deem expedient and as may be permitted by law.

SECTION 8: From time to time in such manner and upon such terms and conditions as may be determined by the Board of Directors, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

1. The issue or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers, directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;
2. The participation by any or all of the employees, officers, or directors of the Corporation, or of any subsidiaries in the profits of the Corporation or of any branch, division, or subsidiary thereof, as part of the Corporation's legitimate expenses; and,

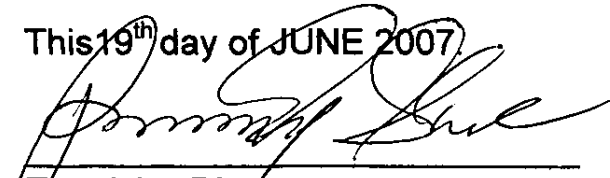
Continue of ARTICLE XIV

- 3. The furnishing of any or all of the employees, officers, or directors, of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits key man insurance provided.

SECTION 9: From time to time to authorize and issue obligations of the Corporation, secured or unsecured to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board of Director in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefore, any part or all of the property of the corporation, real or personal, including after acquired property.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing articles of amendment to the Articles of Incorporation

This 19th day of JUNE 2007,



Reubin Share,
Director & President

**ARTICLE XV
Subscribers**

The name and street address of the Incorporator and article of amendment to the Articles of Incorporation is:

NAME


ADDRESS

REUBIN SHARE

1100 N.W. 53rd, Street,

Suite #6

Fort Lauderdale, Florida.33309-3169



REUBIN SHARE,

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including reasonable attorneys fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an officer or director of the corporation, whether or not he / she is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XVII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the records, accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection by the shareholders; and no shareholder shall have the right of inspecting of the records, accounts, books or documents of this corporation except as conferred by statute, bylaws and unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE XVIII

TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or void able because of such relationship or interest or because such director or directors are present at the meeting of the boards of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if :

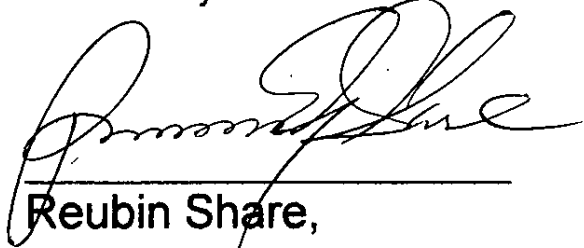
- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committees which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested, directors;
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, a committee or the shareholders.

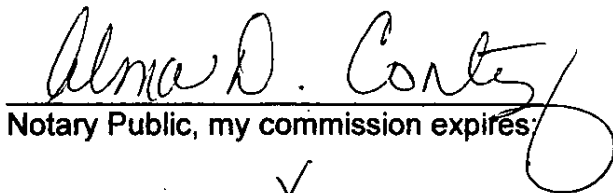
2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **Reubin Share** and to me well known and known to me to be the individual described in and who executed the Foregoing Articles of Amendment to the Articles of Incorporation, and acknowledged before me that he is executed the same for the Purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county of Broward, and in the State of Florida this 19th day of JUNE 2007.


Reubin Share,


Notary Public, my commission expires



ALMA D. CORTEZ
MY COMMISSION # DD 321763
EXPIRES: August 7, 2009
Bonded Thru Budget Notary Services

Personally known X or Print type of I.D. produced _____:

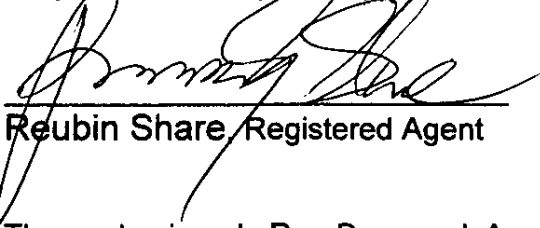
STATE OF FLORIDA

Certificate of Designating an Office, Place of Business Or Domicile for the Service of Process within this State and Naming Registered Agent Upon Whom Process May be served In pursuance of Chapter 48.091, Florida Statutes, the undersigned hereby certifies:

That **BEST BEER, INC.**, a corporation duly organized under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, County of Broward, State of Florida, has designated and established 1100 N.W. 53rd, Street, Suite #6. Fort Lauderdale, Florida. 33309-3169, as the office, place of business, or domicile for the service of process within the State of Florida, and names as its Registered Agent thereat upon whom process may be served, **Reu-Dom & Associates**, represented by Reubin Share and his over the age of eighteen 18 and a resident of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be signed in its

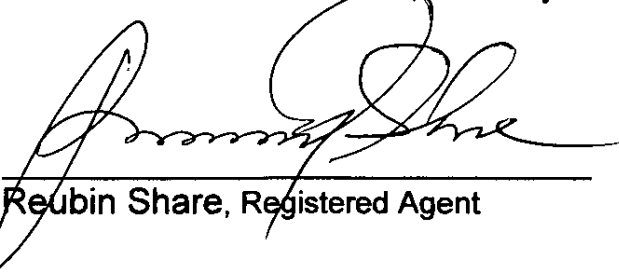
Corporate name by its duly authorized officer.



Reubin Share, Registered Agent

The undersigned, Reu-Dom and Associates represented by Reubin Share and having been designated as Registered Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, and does hereby accept the appointment as Registered Agent and does hereby acknowledge that he is familiar with and accepts the obligation of this position, pursuant to Florida Statute Section 607.0505.

IN WITNESS WHEREOF, I set my hand this 19th day of JUNE 2007.



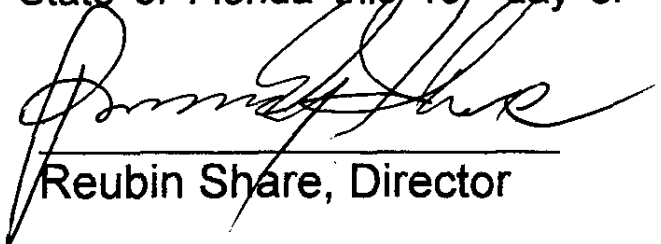
Reubin Share, Registered Agent

**Consent action of the Board of Directors
Of
Best Beer Inc.**

The undersign being two (2) of the Directors of **Best Beer Inc.** a corporation incorporated and will be operating under the laws of the State of Florida (the "corporation") hereby consent to the adoption of the following resolution and that this instrument to have the same force and effect as if action herein referred to as had been taken at a timely called and duly held meeting of the Board of Directors and direct that this written consent to such action be filed with minutes of the proceedings of the Board of Directors of the this corporation:.

Resolved that this effective date of filing hereof that this corporation file the articles of amendment be submitted in its entirety.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county of Broward, and in the State of Florida this 19th day of JUNE 2007.



Reubin Share, Director



Dominique Share, Director