

P03000043493

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

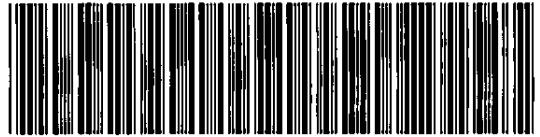
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Share
exchange

06/03/09--01015--001 **35.00

05/26/09--01032--024 **43.75

FILED

2009 MAY 26 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PR
6/2/09

RUSSELL C. WEIGEL, III, P.A.
ATTORNEYS AT LAW

5775 BLUE LAGOON DRIVE
SUITE 100
MIAMI, FLORIDA 33126
INFO@INVESTMENTATTORNEYS.COM

May 22, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx

Re: Black Art Beer Importers, Inc.
Doc # P03000043493

Ladies and Gentlemen:

Enclosed please find:

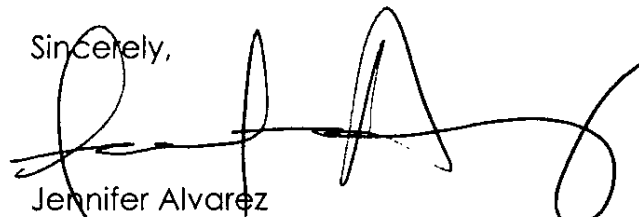
1. our check in the amount of \$43.75; and
2. Articles of Share Exchange.

Please send us a certified copy of the Articles of Share Exchange.

Please return the certified copy using the enclosed FedEx envelope.

Thank you in advance for your attention to this matter.

Sincerely,



Jennifer Alvarez
Paralegal

RUSSELL C. WEIGEL, III, P.A.
ATTORNEYS AT LAW

5775 BLUE LAGOON DRIVE
SUITE 100
MIAMI, FLORIDA 33126
INFO@INVESTMENTATTORNEYS.COM

May 29, 2009

ATTN: Annette Ramsey
Department of State (Amendment Section)
P.O. Box 6327
Tallahassee, FL 32314

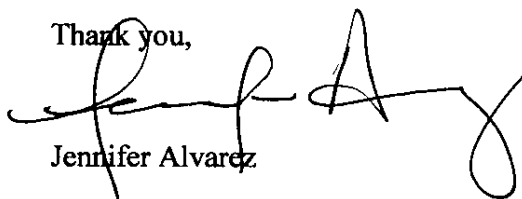
RE: Black Art Beverage, Inc.

Dear Annette:

Enclosed please find a check in the amount of \$35.00 to the Department of State for Corporation Fees to Black Art Beverage, Inc.

If you have any questions please feel free to call me at 786-888-4567 or by email at RWeigel@investmentattorneys.com to my attention.

Thank you,



Jennifer Alvarez

Paralegal

RECEIVED
2009 JUN -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF SHARE EXCHANGE
BETWEEN
BLACK ART BEVERAGE, INC.,
A NEVADA CORPORATION, AND
BLACK ART BEER IMPORTERS, INC.,
A FLORIDA CORPORATION**

FILED
2009 MAY 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 92A of the Nevada Revised Statutes and Sections 607.1102 through 607.1107 of the Florida Business Corporation Act, Black Art Beverage, Inc., a Nevada corporation, and Black Art Beer Importers, Inc., a Florida corporation, hereby adopt the following Articles and Plan of Share Exchange:

FIRST: The "Share Exchange Agreement between Black Art Beverage, Inc. and the Shareholders of Black Art Beer Importers, Inc., dated May 21, 2009," (the "Plan of Share Exchange") generally provides that:

1. Black Art Beer Importers, Inc. will become a wholly-owned subsidiary of Black Art Beverage, Inc. upon the execution of the terms of the Plan of Share Exchange and compliance with the requirements of the laws of Nevada and Florida with respect to share exchange transactions;
2. The shareholders of Black Art Beer Importers, Inc. shall tender eighty-five million shares, par value \$0.0001, of the common stock of Black Art Beer Importers, Inc., which amount of shares represents one hundred percent of the issued and outstanding common stock of Black Art Beer Importers, Inc., in exchange for eighty-five million shares, par value \$0.001, of the capital stock of Black Art Beverage, Inc., which amount following the exchange represents 94.9 percent of the issued and outstanding common stock of Black Art Beverage, Inc.;
3. Upon the effectiveness of the Plan of Share Exchange, each outstanding share of Black Art Beer Importers, Inc. will be converted into one shares of Black Art Beverage, Inc. without any action on the part of the holder thereof; and
4. The Plan of Share Exchange shall be effected by the filing of articles of share exchange with the Nevada Secretary of State and the State of Florida Division of Corporations.

SECOND: On May 22, 2009, the majority shareholder of Black Art Beverage, Inc., who had beneficial ownership and voting control of 53% of its only class

of voting stock, voted to approve the Plan of Share Exchange in accordance with Chapter 92A of the Nevada Revised Statutes. The number of votes cast by the majority shareholder was sufficient for approval.

THIRD: On May 22, 2009, the majority shareholder of Black Art Beer Importers, Inc., who beneficially owned 74.5% of its only class of voting stock, voted to approve the Plan of Share Exchange in accordance with the applicable laws of the State of Florida.

FOURTH: Pursuant to the Plan of Share Exchange, on May 22, 2009, William Dyer resigned as a director and officer of Black Art Beverage, Inc., and Moses A. Cross was appointed as the new director.

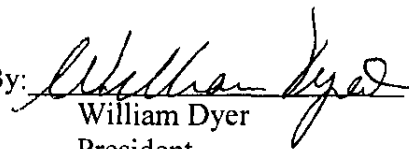
FIFTH: The effective date of the Plan of Share Exchange is May 22, 2009.

IN WITNESS THEREOF, Black Art Beverage, Inc., and Black Art Beer Importers, Inc., have caused these Articles and Plan of Share Exchange to be executed in their respective names and on their behalf by their respective authorized persons on the 22nd day of May, 2009.


BLACK ART BEVERAGE, INC.

BLACK ART BEER IMPORTERS, INC.

By:


William Dyer
President

By:


Moses A. Cross
President