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Florida Department of State  
Division of Corporations  
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STATE  
ALLAHASSLE FLORIDA

2004 JAN 28 PM 4:11

**FLORIDA PROFIT CORPORATION OR P.A.**  
**BOLD CITY BREWING COMPANY, INC.**

Certificate of Status	0
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EFFECTIVE DATE

01/27/04 H04000019974

2004 JAN 28 PM 4:11

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
Bold City Brewing Company, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Bold City Brewing Company, Inc.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon January 27, 2004, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 120 Cherry Street, Neptune Beach, Florida 32266

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## ARTICLE V

### Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$ .01 per share.

## ARTICLE VI

### Preemptive Rights

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

## ARTICLE VII

### Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

## ARTICLE VIII

### Initial Board of Directors

<u>Name</u>	<u>Address</u>
<u>President/Treas./Director</u> Shawn Notarione	120 Cherry Street, Neptune Beach, FL 32266
<u>Vice President/Sec./Director</u> William Curtis Lear	1731 Moss Creek Drive, Orange Park, FL 32003

## **ARTICLE IX**

### **"S" Corporation**

The corporation elects to be an S Corporation. The corporation has filed or will file the appropriate form with the Internal Revenue Service pursuant to section 1362 of the Internal Revenue Code.

## **ARTICLE X**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Bryan C. Goode III.

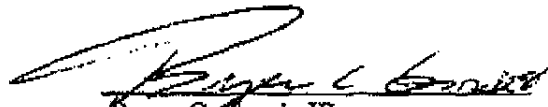
## **ARTICLE XI**

### **Incorporator**

The name and address of the incorporator of this corporation is:

Bryan C. Goode III  
333 1<sup>st</sup> Street North, Suite 305  
Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 27, 2004.

  
Bryan C. Goode III

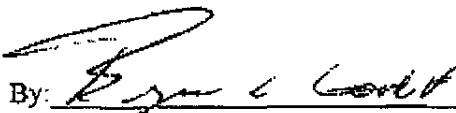
**Bold City Brewing Company, Inc.**  
**APPOINTMENT OF STATUTORY AGENT**

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2004 JAN 28 PM 4:11  
TALLAHASSEE FLORIDA

The undersigned, Bold City Brewing Company, Inc., a Florida corporation, with its principal office in Neptune Beach, Duval County, Florida, hereby appoints Bryan C. Goode III, a natural person residing in Duval County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250.

Dated: January 27, 2004.

Bold City Brewing Company, Inc.

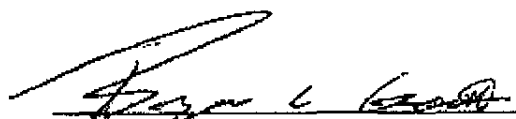
By:   
Bryan C. Goode III

**ACCEPTANCE OF APPOINTMENT**

TO: Bold City Brewing Company, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

January 27, 2004.

  
Bryan C. Goode III