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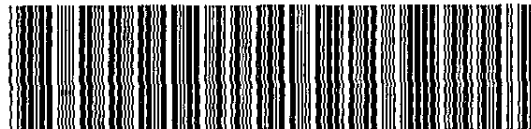
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*Amended &
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TALLAHASSEE, FLORIDA

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*FOR
1/25/06*

GRAY | ROBINSON
ATTORNEYS AT LAW

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January 24, 2006

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Hand Delivery

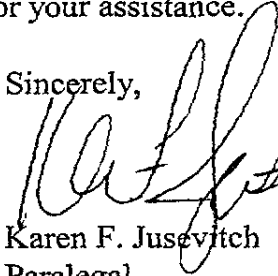
To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF ARTICLES OF INCORPORATION** including a registered agent change, along with a check in the amount of \$78.75 for the applicable filing fee and a **CERTIFIED COPY** for:

BEAUTIFUL BREWS INC.
Document Number: P04000082383

Upon receipt, please date stamp the copy of the letter provided and call me at 577-9090 when the document is ready. Thank you for your assistance.

Sincerely,


Karen F. Jusevitch
Paralegal

/kfj
Enclosures

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BEAUTIFUL BREWS, INC.**

FILED
06 JAN 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of the corporation, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation, certifies that:

1. The name of the corporation is BEAUTIFUL BREWS INC.
2. The Articles of Incorporation were originally filed on March 24, 2004.
3. The Amended and Restated Articles of Incorporation were originally filed on June 10, 2004.
4. The Amended and Restated Articles of Incorporation of BEAUTIFUL BREWS INC. are hereby further amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is BEAUTIFUL BREWS, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 21346 St. Andrews Boulevard, Suite 209, Boca Raton, Florida 33433.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be fifty-one million (51,000,000) shares, consisting of (i) fifty million (50,000,000) shares of common stock, par value \$.001 per share (the "Common Stock") and (ii) one million (1,000,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

Joseph A. Caccamo, Esq.
Florida Bar No. 0104337
GrayRobinson, P.A.
401 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301
954.761.7475

A. Provisions Relating to Common Stock.

1. Voting. Except as otherwise required by law or as may be provided by resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, voting rights shall be vested exclusively in the holders of Common Stock. Each holder of Common Stock shall have one vote in respect of each share of such stock held on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise required by law or as may be provided by resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation legally available therefor, such dividends payable in cash, stock or otherwise, as may be declared from time to time by the Board of Directors.

3. Liquidating Distributions. Except as otherwise required by law or as may be provided by resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, and after payment or provisions for payment of the debts and other liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to receive all the assets of the Corporation available for distribution to shareholders in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, ratably, in proportion to the number of shares of Common Stock held by them.

B. Provisions Relating to Preferred Stock.

1. General. The Preferred Stock may be issued, from time to time, in one or more classes or series, with such designations, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such class or series which shall be adopted by the Board of Directors from time to time, pursuant to the authority herein given.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more classes or series. The authority of the Board of Directors with respect to each class or series of Preferred Stock shall include, but not be limited to, determination of the following:

(a) the number of shares constituting that class or series and the distinctive designation of that class or series;

(b) whether the holders of shares of that class or series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(c) whether the holders of shares of that class or series shall be entitled to receive dividends and, if so, the rates of such dividends, conditions under which and times such dividends may be declared

or paid, any preference of any such dividends to, and the relation to, the dividends payable on any other class or classes of stock or any other series of the same class and whether dividends shall be cumulative or noncumulative and, if cumulative, from which date or dates;

(d) whether shares of that class or series shall have conversion or exchange privileges into or for, at the option of either the holder or the Corporation or upon the happening of a specified event, shares of any other class or classes or of any other series of the same or other class or classes of stock of the Corporation and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

(e) whether shares of that class or series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) whether shares of that class or series shall be subject to the operation of a retirement or sinking fund and, if so subject, the extent to and the manner in which it shall be applied to the purchase or redemption of the shares of that series, and the terms and provisions relative to the operation thereof;

(g) the rights of shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and any preference of any such rights to, and the relation to, the rights in respect thereto of any class or classes of stock or any other series of the same class; and

(h) whether shares of that series shall be subject or entitled to any other preferences, and the other relative, participating, optional or other special rights and qualifications, limitations or restrictions of shares of that series and, if so, the terms thereof.

The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution subtracting from such class or series of unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

This Amendment and Restatement was adopted by the board of directors of BEAUTIFUL BREWS, INC. and approved by all of the shareholders of BEAUTIFUL BREWS, INC. on the 12th day of January 2006.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of January, 2006.

BEAUTIFUL BREWS, INC.


By: Abby Waters
Abby Waters, President

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

BEAUTIFUL BREWS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 21346 St. Andrews Boulevard, Suite 209, Boca Raton, Florida 33433, has named Abby Waters, whose address is 21346 St. Andrews Boulevard, Suite 209, Boca Raton, Florida 33433, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Abby Waters