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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AmBev USA, Inc.

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**ARTICLES OF INCORPORATION
OF
AMBEV USA, INC.**

A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is AMBEV USA, INC.

**ARTICLE II
ADDRESS**

The principal place of business/mailling address of the Corporation is:

3400 NW 114th Avenue
Miami, Florida 33178

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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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
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered of the Corporation is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
CARLOS ALVES DE BRITO	3400 NW 114 th Avenue Miami, Florida 33178
LUIS FELIPE P. DUTRA LEITE	3400 NW 114 th Avenue Miami, Florida 33178
CLAUDIO M.B. GARCIA	3400 NW 114 th Avenue Miami, Florida 33178
CLAUDIO BRAS FERRO	3400 NW 114 th Avenue Miami, Florida 33178

ARTICLE VIII
INCORPORATOR

The name and mailing address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
JAMES L. BERGER	350 East Las Olas Blvd., Ste. 1000 Fort Lauderdale, Florida 33301

ARTICLE IX
AMENDMENTS

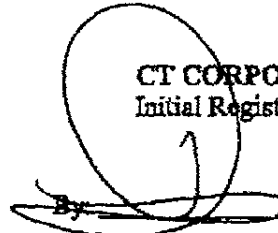
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of June 2004.


JAMES L. BERGER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of AMBEV USA, INC. as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of AMBEV USA, INC.


CT CORPORATION SYSTEM
Initial Registered Agent

PETER F. SOUZA
ASSISTANT SECRETARY

Date: June 3, 2004

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