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Division of Corporations

Page 1 of 1

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JUL 30 2012

T. BROWN
7/27/2012

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAILFISH BREWING COMPANY

FILED STATE
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12 JUL 27 AM 11:27

The undersigned officer hereby files these Amended and Restated Articles of Incorporation for Sailfish Brewing Company, a Florida corporation (the "Corporation"), amending and restating its Articles of Incorporation originally filed with the Florida Secretary of State on April 2, 2012, in accordance with actions adopted by written consent of the Directors as of July 25, 2012, without shareholder action and shareholder action was not required, pursuant to the provisions of sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

The name of the corporation is Sailfish Brewing Company (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 331 Sweet Bay Circle, Jupiter, Florida 33458.

ARTICLE III

The total number of shares of all classes of stock which the Corporation has authority to issue is 15,000 shares, consisting of two classes: 10,000 shares of Common Stock, no par value per share, and 5,000 shares of Preferred Stock, no par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Florida, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article III, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or *pari passu* with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE IV

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.


ARTICLE V

The street address of the registered office of the Corporation is 331 Sweet Bay Circle, Jupiter, Florida 33458 and the name of its registered agent at that address is David Brian BuShea, Jr.

These Amended and Restated Articles of Incorporation were approved by the unanimous written consent of the Board of Directors of the Company, dated as of July 25, 2012.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation, and hereby certifies that the facts stated herein are true.

Dated: July 25, 2012

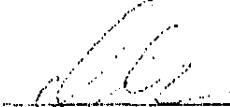


Nicholas V. Bischoff
President

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Articles of Incorporation of the Corporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned executes this Certificate of Acceptance on July 25, 2012.



David Brian BuShea, Jr.