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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOBE BREWING COMPANY, INC.

FAX AUDIT NUMBER: H95000006924

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TALLAHASSEE, FLORIDA

JUN-22-1995 08:19 FROM EMPIRE

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SOBE BREWING COMPANY, INC.
REF: W95000012714

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000006924
Letter Number: 195A00030650

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

HENRY I. SMYLER
9200 S. DADELAND BLVD.
SUITE 520
MIAMI, FL 33156
(305) 670. 2345
FL Bar No. 169640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 22 PM 4:22

FILED

ARTICLES OF INCORPORATION
OF

SoBe BREWING COMPANY, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be SoBe BREWING COMPANY, INC. and its — address shall be Post Office Box 661114, Miami, Florida 33266-1114.

ARTICLE II
PURPOSES

The purpose for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any time is 5,000 shares of common stock, having a nominal or par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than ten cents (\$0.10) per share or its equivalent. The initial capital with which the corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

**ARTICLE IV
TERM**

This corporation shall commence on the date of filing and shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be HENRY I. SMYLER, and the Registered Office shall be located at 9200 South Dadeland Boulevard, Suite 520, Miami, Florida 33156, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being duly given to the Secretary of State in accordance with the law.

**ARTICLE VI
DIRECTORS**

This corporation shall not have less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The name and ——— address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified is:

STANFORD W. FREEDMAN
Post Office Box 661114
Miami, Florida 33266-1114

**ARTICLE VII
SUBSCRIBERS**

The name and ——— address of the subscribers to these Articles of Incorporation is:

STANFORD W. FREEDMAN
Post Office Box 661114
Miami, Florida 33266-1114

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**ARTICLE VIII
SPECIAL PROVISION**

Any action by the Directors of this corporation which is within their power taken at a meeting of such Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this corporation, if at anytime prior to, during, or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of such meeting shall have been given to all shareholders as required by law or in the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county, or nation, or with any private organization,

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corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said Directors or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE IX
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open for inspection by shareholders.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI
TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee as the case may be, if a conference by telephone or similar

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communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21 day of June, 1995 in Miami, Dade County, Florida.


STANFORD W. FREEDMAN

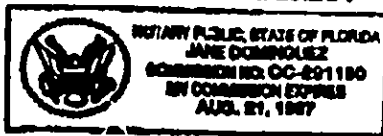
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Stanford Freedman, as incorporator of SoBe Brewing Company, Inc. to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 21 day of June, 1995.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

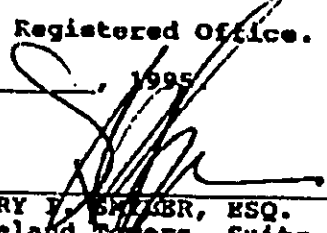
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CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of **SOBE BREWING COMPANY, INC.** and agree to serve as its agent to accept service of process within this State at its Registered Office.

DATED this 21 day of JUNE, 1995


HENRY P. SMITH, ESQ.
Dadeland Towers, Suite 520
9200 South Dadeland Blvd.
Miami, Florida 33156
(305) 670-2345

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