

F. B. ESTERGREN, P.A.  
ATTORNEY AND COUNSELLOR AT LAW  
92 E. OLIN PARKWAY N.E.  
P.O. DRAWER 2167  
FT. WALTON BEACH, FLORIDA 32549  
(904) 243-0139 FAX (904) 244-2148

FILED

95 JUL -3 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000052368

June 28, 1995

Corporate Records Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: HAMMERHEAD BREWING COMPANY

100001529071  
-07/03/95--01028--016  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount of \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of the Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

Sincerely,

F. B. Estergren, P.A.

FBE/jap

OK'd 7-6-95

ARTICLES OF INCORPORATION  
OF  
HAMMERHEAD BREWING COMPANY

ARTICLE I - NAME:

The name of this corporation is: HAMMERHEAD BREWING COMPANY, hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Brewpub Restaurant business, and for the purpose of transacting any or all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE-VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: 4542 Nancy Ward Lane, Niceville, FL 32578 and the mailing address is: 4542 Nancy Ward Lane, Niceville, FL 32578.

The name of the registered agent of the corporation is: PERRY H. DAVIS, and the street office address of such

registered agent and registered office of the Corporation is:  
4542 Nancy Ward Lane, Niceville, FL 32578.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

HARRY A. DAYE, 3512 North 110 Ave., Avondale, AZ, 85323.

PERRY H. DAVIS, 4542 Nancy Ward Lane, Niceville, FL 32578.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:  
PERRY H. DAVIS, 4542 Nancy Ward Lane, Niceville, FL 32578.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28th day of June, 1995.



PERRY H. DAVIS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 28th day of June, 1995, by PERRY H. DAVIS, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

Notary Public

F B ESTERGRIN  
Notary Public-State of Florida  
My Commission Expires SEP 08, 1995  
COMM # CC 134247

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: \_\_\_\_\_

\_\_\_\_\_ HAMMERHEAD BREWING COMPANY \_\_\_\_\_

2. The name and address of the registered agent and office is:

\_\_\_\_\_ PERRY H. DAVIS \_\_\_\_\_  
(NAME)

\_\_\_\_\_ 4542 Nancy Ward Lane \_\_\_\_\_  
(P.O. BOX NOT ACCEPTABLE)

\_\_\_\_\_ Niceville, FL 32578 \_\_\_\_\_  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.

SIGNATURE



Perry H. Davis

DATE 28 JUN 95

P95000052368

FROM: Hammerhead Brewing Company  
4542 Nancy Ward Lane  
Niceville, FL 32578

1 August 1996

SUBJ: Florida Corporation Change of Address


TO: Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

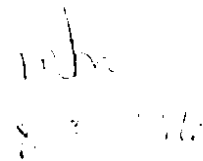
The Hammerhead Brewing Company, a Florida Corporation (Incorp. Doc. # P9500052368  
EIN 59-3365530), has relocated. This corporation was incorporated on 3 July 1995 in  
Okaloosa County FL and has since been listed at the address above. At this time we wish to  
change our corporate address to the operating location we have selected in Volusia County.  
Our new address is:

Hammerhead Brewing Company  
230 S. Beach Street  
Daytona Beach, FL 32114

Concurrent with this change of address we have also applied through the Florida Secretary  
of State's office for fictitious name approval to do business as the Beach Street Brewing  
Company at the same Daytona Beach address.

If any further clarification or action is required, please contact me at the Daytona Beach  
Address or my home phone (904) 322-9702. Your assistance in this matter is appreciated.

  
Perry H. Davis  
President (SSN: 265-47-2317)



P9500052368

100 HAYS STREET  
FAIRHAVEN, CT 06424  
800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 051433 10764A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : August 13, 1996  
ORDER TIME : 9:48 AM  
ORDER NO. : 051433  
CUSTOMER NO: 10764A

CUSTOMER: William E. Loucks, Esq  
Monaco Smith Hood Perkins  
Suite 900  
444 Seabreeze Boulevard  
Daytona Beach, FL 32118

051433  
10764A

96  
AUG 13 3:17  
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DOMESTIC AMENDMENT FILING

NAME: HAMMERHEAD BREWING COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
DELETE PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 AUG 13 AM 10:43  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
To  
ARTICLES OF INCORPORATION 95  
OF  
HAMMERHEAD BREWING COMPANY

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PURSUANT to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The text of each amended Article of the Articles of Incorporation is:

"Article I - NAME

The name of this organization shall be RIVERFRONT BREWING COMPANY

Article VI - REGISTERED OFFICE AND AGENT

The principal office and street address of the Corporation is: 230 S. Beach Street, Daytona Beach, FL 32114, and the mailing address is 230 S. Beach Street, Daytona Beach, FL 32114.

The name of the registered agent of the corporation is: PERRY H. DAVIS, and the street office address of such registered agent and registered office of the Corporation is: 230 S. Beach Street, Daytona Beach, FL 32114."

2. The above stated amendment was adopted by the directors and shareholders of this corporation on the 18 day of August, 1996.

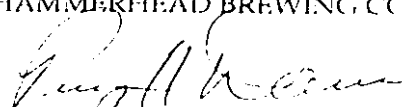
3. All of the holders of the common stock issued by the corporation voted to amend the Articles as herein provided. The number of votes cast by such voting group was sufficient for approval by said group.

4. A true copy of the Shareholder Resolution approving these amendments is attached to and incorporated herein.

Dated this 18 day of August, 1996.

HAMMERHEAD BREWING COMPANY

By

  
Perry H. Davis, President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 1996, by Perry H. Davis as President of Hammerhead Brewing Company, a Florida corporation, on behalf of the corporation. He is personally known to me.



GAY E. RICKMORE  
MY COMMISSION #00454576 EXPIRES  
July 8, 1999  
NOTARIAL PUBLIC STATE OF FLORIDA

Gay E. Rickmore  
Notary Public, State of Florida at Large  
My Commission expires: 7/8/99



SHAREHOLDER RESOLUTION TO AMEND  
ARTICLES OF INCORPORATION  
OF  
HAMMERHEAD BREWING COMPANY

The undersigned Shareholders of HAMMERHEAD BREWING COMPANY waiving all notices governing the amendment of Articles of Incorporation whether required by law or the By-Laws of this Corporation, do hereby:

- a) Accept the recommendation of the Board of Directors to amend the Articles of Incorporation as provided herein; and,
- b) Approve, ratify and confirm the following amendment to the Articles of Incorporation of HAMMERHEAD BREWING COMPANY:

"Article I - NAME

The name of this organization shall be RIVERFRONT BREWING COMPANY

Article VI - REGISTERED OFFICE AND AGENT

The principal office and street address of the Corporation is: 230 S. Beach Street, Daytona Beach, FL 32114, and the mailing address is 230 S. Beach Street, Daytona Beach, FL 32114.

The name of the registered agent of the corporation is: PERRY H. DAVIS, and the street office address of such registered agent and registered office of the Corporation is: 230 S. Beach Street, Daytona Beach, FL 32114."

Perry H. Davis  
Signed August 9, 1996

/s/ Perry H. Davis

Harry A. Daye  
Signed August 9, 1996

/s/ Harry A. Daye

I hereby certify the foregoing to be a true copy of the Shareholders Resolution.

/s/ Perry H. Davis  
Perry H. Davis, President  
Signed August 9, 1996

(Corporate Seal)