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EUGENE W. MURPHY, JR.
FRANK T. PILOTTE

OF COUNSEL
PHILIP REID, JR.
BRWYN S. REVER

PLEASE REPLY TO

Palm Beach Office

PLANTATION PLAZA
6606 20TH STREET
VERO BEACH, FLORIDA 32966-8611

P. O. DRAWER M
VERO BEACH, FLORIDA 32961-3012
TELEPHONE (407) 567-6480
VERO FAX (407) 562-0220

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JUL 12 1995
VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

409 E. GAINES ST. TALLAHASSEE, FL 32399
TEL: (904) 488-9000 FAX: (904) 488-9001
*****122.50 *****122.50

Re: South Pointe Brewery, Inc.

Dear Sir or Madame:

Enclosed for filing please find Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$122.50 to cover the filing fees, certified copy and registered agent designation.

Further enclosed please find a stamped envelope for your convenience in returning the certified copy back to our office.

If you have any questions, then please do not hesitate to call me.

Very truly yours,


Frank T. Pilotte

FILED
JUL 12 1995
JUL 12 1995

FTP/dar
Enc.

JUL 12 1995 BSB

CS000ASF

**ARTICLES OF INCORPORATION
OF
SOUTH POINTE BREWERY, INC.**

FILED
95 JUL -7 PM 3:50

ARTICLE I - NAME

The name of the corporation is: South Pointe Brewery, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office address of the corporation is 1 Washington Avenue, Miami Beach, Florida 33139, and the principal office address of the corporation is identical to the mailing address of the corporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 12,000 shares. Such shares shall be of a single class.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is: Frank T. Pilotte, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

**ARTICLE VI - INITIAL
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the individuals who are to serve as members of the initial Board of Directors are:

NAME

ADDRESS

Arthur Forgette

1 Washington Avenue
Miami, Florida 33139

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is: Eugene W. Murphy, Jr., 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

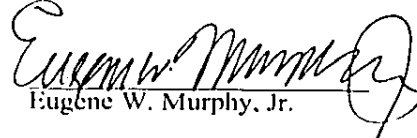
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - REMOVAL OF DIRECTORS

The shareholders shall have the right at any regular meeting or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of July, 1995.


Eugene W. Murphy, Jr.

sp0016 26 95 cjb

STATE OF FLORIDA
COUNTY OF PALM BEACH

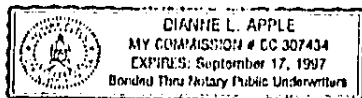
The foregoing instrument was acknowledged before me this 6th day of
July, 1995.

Dianne L. Apple
NOTARY PUBLIC
DIANNE L. APPLE

Name of Notary/Printed/Typed

My Commission Expires:

(SEAL)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SOUTH POINTE BREWERY, INC.

Pursuant to the provisions of Section 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: SOUTH POINTE BREWERY, INC.
2. The name and address of the registered agent and registered office is:

Frank T. Pilotte
340 Royal Palm Way
Palm Beach, Florida 33480

ACKNOWLEDGMENT:

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.


FRANK T. PILOTTE
Registered Agent

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95 JUL -7 PM 3:50