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FILED
95 DEC 26 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 247-1770
TELECOPIER (904) 246-0139

December 21, 1995

EXPIRE DATE
12/21/95

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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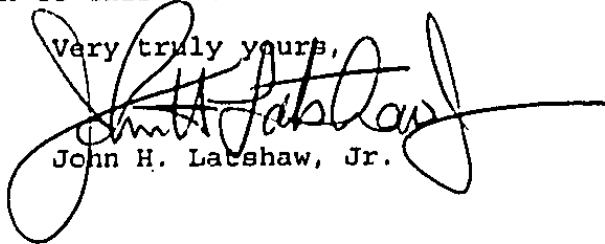
Re: Capital Funding Corporation, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation. I have also enclosed my check in the amount of \$122.50 for the filing fee. Please file the Articles, have the copy certified, and return same to my office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


John H. Latshaw, Jr.

JHL:dw
Encls.

1/3/96
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ARTICLES OF INCORPORATION
OF
CAPITAL FUNDING CORPORATION, INC.

The undersigned Incorporator, for the purpose of corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is Capital Funding Corporation, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of arranging: (a) corporate financing; (b) venture capital funding; and (c) any and all other types of financing and funding for business entities and endeavors and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is John H. Latshaw, Jr., 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 3010 South Third Street, Suite B, Jacksonville Beach, FL 32250.

ARTICLE VII: Initial Board of Directors. This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial two directors of this corporation are:

Mark E. Spinning
234 Deer Run Drive
Ponte Vedra Beach, FL 32082

John H. Latshaw, Jr.
158 Barberry Lane
Ponte Vedra Beach, FL 32082

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Suite B, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

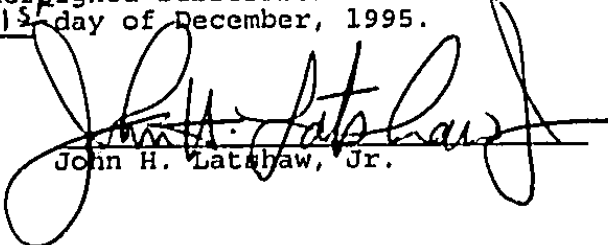
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X: Corporate Reservation. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase ^{for} shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares held by any shareholder who does not exercise it and the shareholder must pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting the shareholders to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

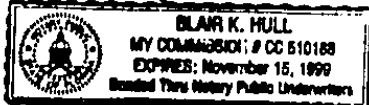
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of December, 1995.

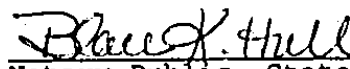

John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

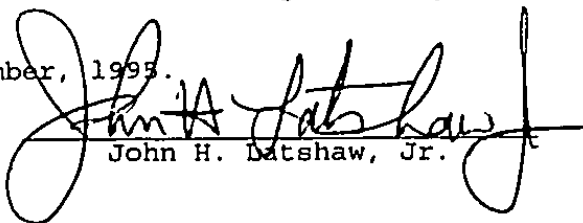
WITNESS my hand and seal this 21st day of December, 1995




Notary Public, State of Florida
My Commission Expires:

HAVING BEEN NAMED to accept service of process for The Stir-N-Brew Companies, Inc. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 21st day of December, 1995.


John H. Latshaw, Jr.