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FILED

ANTHONY KAY
1020 OCEAN DRIVE
MIAMI BEACH, FLORIDA 33139
Phone (305) 531-3485
Fax (305) 534-4701

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 22, 1995

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

CLEVELANDER SOUTH BEACH BREW, LAX,
Re: SOUTH BEACH BREW, INC.

200001674512
-01/02/96--01004--001
****122.50 ****122.50

TO BE FILED IN 1996

Gentlemen:

Enclosed please find Articles of Incorporation and Registered Agent Designation in duplicate and my check in the amount of \$~~700.00~~ ^{122.50} for payment of the filing fee and registered agent's fee for the above new corporation to be filed for record in 1996, ^{OK} as well as the certification fee for the articles to be certified by Division

Please return the enclosed copies after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS APPLICATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT or if you have any question regarding the above, please call me or Joan Roberts at (305) 531-3485. I will accept a collect call.

Thank you for your cooperation.

Yours very truly,

Anthony Karpawich
Anthony Karpawich

AK:BB

Enclosure: Check ~~\$700~~ ^{122.50} OK
Articles of Incorporation
Registered Agent Designation

W96-343
OK 2/15/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 5, 1996

ANTHONY KAY
1020 OCEAN DRIVE
MIAMI BEACH, FL 33139

SUBJECT: ~~SOUTH BEACH BREW, INC.~~
Ref. Number: W96000000343

CLAUDE ADAMS SOUTH BEACH BREW, INC.

We have received your document for ~~SOUTH BEACH BREW, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00000598

1020 OCEAN DRIVE
MIAMI BEACH, FLORIDA 33139
Phone (305) 531-3485
Fax (305) 534-4701

December 22, 1995

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

Re: CLEVELANDER SOUTH BEACH BREW, INC.

Gentlemen:

As per our phone conversation, enclosed please find the revised Articles of Incorporation in duplicate. Your office has already received the Registered Agent Designation and my check in the amount of \$70.00 for payment of the filing fee and registered agent's fee.

We sincerely appreciate the helpfulness of your office. If you have any questions, please call collect to me or Cecilia at (305) 531-3485.

Please return the enclosed copies after you stamp and date the same showing when it was filed for record.

Thank you for your cooperation and your assistance.

Yours very truly,

Anthony Karpawich
Anthony Karpawich

AK:BB

Enclosure: Articles of Incorporation

DMC
2-15-96

ARTICLES OF INCORPORATION OF
CLEVELANDER SOUTH BEACH BREW, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: CLEVELANDER SOUTH BEACH BREW, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business. (Especially the brewing and distribution of beer and ale.)

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.01) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 1020 Ocean Drive, Miami Beach, Fl 33139 and the name of the initial registered agent of this corporation at that address is ANTHONY KARPAWICH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
ANTHONY KARPAWICH, President and Director	1020 Ocean Drive, Miami Beach, Fl 33139

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
ANTHONY KARPAWICH,	1020 Ocean Drive, Miami Beach, Fl 33139

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 provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of December 1995.


Subscriber, ANTHONY KARPAWICH

Subscriber

THIS CORPORATION IS TO BE FILED
FOR RECORD ON JANUARY 2, 1996.

C:CORPORAT.SBB

FILED

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANTHONY KARPAWICH, HAVING A BUSINESS OFFICE AT, 1020 Ocean Drive, Miami Beach, FL 33139, and, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ANTHONY KARPAWICH