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THOMAS L. HARRIS

FILED
95 MAY 16 AM 8:44
TALLAHASSEE, FLORIDA
TELEPHONE (904) 308-1000
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May 16, 1996

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001891000
-05/21/96-01012-007
***\$122.50 ***\$122.50

Re: **NATURE'S ALE, INC.**
ARTICLES OF INCORPORATION

Dear Ms. Mortham:

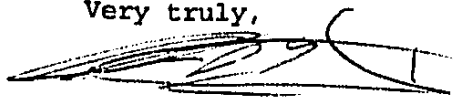
On behalf of my client, Nature's Ale, Inc., I submit the following:

1. Original and one (1) copy, both duly signed, of the Articles of Incorporation.
2. Certificate designating place of business for service of process, naming registered agent, and acceptance by registered agent, duly signed.
3. My check for \$122.50 for filing the Articles and a certified copy of same to be returned to me in the enclosed self addressed, stamped envelope.

Please call/fax me if you have any questions.

Thank you.

Very truly,



William P. Harris, Jr.

WPH/md

Enclo.

R CHESSEY MAY 24 1996

ARTICLES OF INCORPORATION
OF

NATURE'S ALE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME

The name of the corporation ("Corporation") shall be NATURE'S ALE, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the office of the Corporation is 14670 S.W. 69 Place, Miami, Florida 33150. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general purpose of the Corporation is to develop and operate JUICE STOP outlets and to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered

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office is 9300 S. Dadeland Blvd., Suite 308, Miami, Florida 33156. The initial registered agent at that address is William P. Harris, Jr., Esq. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board are:

<u>Name</u>	<u>Address</u>
Kirk Dominick Fraser	14670 S.W. 69th Place Miami, FL 33158
Alexander B. Frank	525 E. Seaside Way # 1010 Long Beach, CA 90802

The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.


ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is William P. Harris, Jr., 9300 S. Dadeland Blvd., Ste. 308, Miami, FL 33156.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 16th day of May, 1996.


WILLIAM P. HARRIS, JR., Incorporator