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JOHNSON & JOHNSON
ATTORNEYS AND COUNSELLORS AT LAW
388 N. ORANGEVIEW AVENUE
DAYTONA BEACH, FLORIDA 32118

RONALD N. JOHNSON

(904) 252-3804
(904) 252-3800 • FAX

R. NEIL JOHNSON

July 23, 1996

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

70007011504277
-07/25/96--01060--016
****122.50 ****122.50

Re: Peach Street Brewery, Inc.

Dear Sir or Madam:

Enclosed is original and copy of Articles of
Incorporation for filing and my Trust Account Check in
the amount of \$122.50 to cover filing fee.

Please mail the certified copy of Articles to me at the
above address.

Thank you.

Sincerely yours,

Ronald N. Johnson
Ronald N. Johnson

/jc
encs.

JUL 26 1996 BSB

FILED
96 JUL 25 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEACH STREET BREWERY, INC.

FILED
96 JUL 25 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEACH STREET BREWERY, INC.

The principal place of business of this corporation shall be 200 South Beach Street, Daytona Beach, Florida 32114, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, and specifically to produce and sell micro beer and own and manage restaurant businesses and related activities.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 326 South Grandview Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is Attorney Ronald N. Johnson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist per etually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall initially have three directors. The names and street address of the initial members of the Board of Directors are:

RONALD D. CLIFTON, SR.
132 Reef Road
South Daytona, FL 32119

GWILI H. CLIFTON
132 Reef Road
South Daytona, FL 32119

RONALD D. CLIFTON, JR.
132 Reef Road
South Daytona, FL 32119

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: RONALD D. CLIFTON, SR.
132 Reef Road
South Daytona, FL 32119

Senior Vice-President
Secretary/Treasurer GWILI H. CLIFTON
132 Reef Road
South Daytona, FL 32119

Executive Vice-President RONALD D. CLIFTON, JR.
132 Reef Road
South Daytona, FL 32119

ARTICLE IX. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

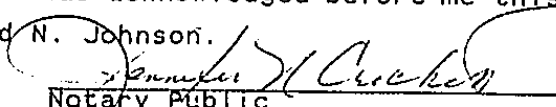
RONALD N. JOHNSON
326 S. Grandview Avenue
Daytona Beach, FL 32118

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of July, 1996.

STATE OF FLORIDA
COUNTY OF VOLUSIA


RONALD N. JOHNSON

The foregoing instrument was acknowledged before me this 23rd day of July, 1996, by Ronald N. Johnson.


Notary Public

My Commission Expires:

JENNIFER N. CROCKETT
NOTARY PUBLIC, STATE OF FLORIDA
COMM. EXP. JUNE 9, 1997
#CC291594
Bonded By Auto Owners Ins.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That BEACH STREET BREWERY, INC., desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of
incorporation in the City of Daytona Beach, County of
Volusia, State of Florida, has named RONALD N. JOHNSON
located at 326 South Grandview Avenue, City of Daytona
Beach, County of Volusia, State of Florida 32118, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for
the above stated corporation, at the place designated in
this certificate, I hereby accept to act in such
capacity, and agree to comply with the provision of said
Act relative to keeping open said office.


RONALD N. JOHNSON
Registered Agent

FILED
JUL 25 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA