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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: KRASNY AND DETIMER
102771002615

ACCT#:

CONTACT: ROSEANN WHITNEY OR DALE A. DETIMER
PHONE: (407) 723-5646
(407) 768-1147

FAX #:

NAME: HARBOR CITY BREWERY, INC.

AUDIT NUMBER.....H96000013038

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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ENTER SELECTION AND <CR>:

SEP 19 1996
TALLAHASSEE, FLORIDA

FILED
SEP 18 1996
TALLAHASSEE, FLORIDA

20234-4070
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20234-4070

H96000013038

ARTICLES OF INCORPORATION
OF
HARBOR CITY BREWERY, INC.

FILED
56 SEP 18 1996
FBI - MIAMI

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is HARBOR CITY BREWERY, INC.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESO.
780 S. Apollo Boulevard
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

H96000013038

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 780 S. Apollo Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 780 S. Apollo Boulevard, Melbourne, Florida 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:
DALE A. DETTMER, 780 S. Apollo Boulevard, Melbourne, FL 32901

ARTICLE VIII
Incorporator

The name and address of the initial incorporator is as

H96000013038

follows: Dale A. Dettmer, Esq., 780 S. Apollo Boulevard, Melbourne, Florida 32901.

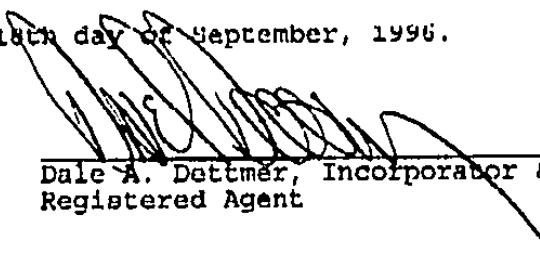
ARTICLE IX
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE X
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 18th day of September, 1996.




Dale A. Dettmer, Incorporator &
Registered Agent

(Seal)

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DALE A. DETTMER, and personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 18th day of September, 1996.



Notary Public

My Commission Expires:



SUSAN E. CASAMASSIMA
MY COMMISSION # CG 230028 EXPIRES
October 18, 1998
BONDED THROUGH FIDELITY & GUARANTEE, INC.

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FLORIDA DIVISION OF CORPORATIONS

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PUBLIC ACCESS SYSTEM
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((H97000004336 R))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: KRASNY AND DETIMER
102771002615

ACCT#:

CONTACT: ROSEANN WHITNEY OR DALE A. DETTNER
PHONE: (407) 723-5646
(407) 768-1147

FAX #:

NAME: HARBOR CITY BREWERY, INC.

AUDIT NUMBER.....H97000004336

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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Janda



FLORIDA DEPARTMENT OF STATE

Sandra D. Mortham
Secretary of State

March 13, 1997

HARBOR CITY BREWERY, INC.
780 S. APOLLO BOULEVARD
MELBOURNE, FL 32901SUBJECT: HARBOR CITY BREWERY, INC.
REF: F96000077662

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6902.

Linda Stitt
Corporate SpecialistFAX And. #: 897000004336
Letter Number: 197A00012943

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 92314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 14, 1997

HARBOR CITY BREWERY, INC.
780 S. APOLLO BOULEVARD
MILBOURN, FL 32801

SUBJECT: HARBOR CITY BREWERY, INC.
REF: F96000077662

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Linda Stitt
Corporate Specialist

FAX Aud. #: H97000004336
Letter Number: 697A00013078

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97000004336

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
OF
HARBOR CITY BREWERY, INC.

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I is hereby restated as follows:

ARTICLE I
Name

The name of this corporation is STORAGE DEPOT USA, INC.

2. The foregoing Amendment was adopted by the unanimous consent of all of the Shareholders of the Corporation on the 13th day of March, 1997, in the manner prescribed by the Florida General Corporation Act.

Dated this 13 day of March, 1997.

HARBOR CITY BREWERY, INC.

By: [Signature]
James M. Kaufman, President

Attest:

[Signature]
James M. Kaufman, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, JAMES M. KAUFMAN, President and Secretary of HARBOR CITY BREWERY, INC., a Florida corporation, and who is personally known to me, acknowledged that he executed the foregoing Certificate of Amendment as such officers for and on behalf of said Corporation after having been duly authorized so to do.

13 WITNESS my hand and official seal at Melbourne, Florida, this day of March, 1997.

[Signature]
Notary Public

My Commission Expires:

PREPARED BY:
Dale A. Dettner, Esq.
780 S. Apollo Blvd.
Melbourne, FL 32901
Bar #172988
(407) 723-5646



DALE A. DETTNER
MY COMMISSION # 00000000000000000000
Expires 10/18/2000
NOTARY PUBLIC, FLA.

H97000004336

FILED
97 MAR 19 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA