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September 23, 1996

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

EFFECTIVE DATE  
10-1-96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

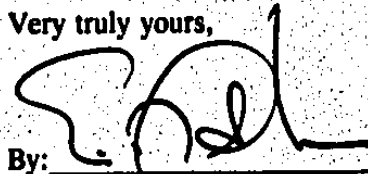
**RE: NATURE COAST BREWING COMPANY**

Dear Ms. Mortham:

I serve as the attorney for the above-referenced corporation. Enclosed please find Articles of Incorporation for filing in your office. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,



By: \_\_\_\_\_  
Eric D. Abel

encl., as stated

RECEIVED SEP 26 1996

Articles of Incorporation  
of  
Nature Coast Brewing Company

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Nature Coast Brewing Company.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be October 1, 1996. This corporation's duration shall be perpetual.

EFFECTIVE DATE  
10-1-96

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the businesses of constructing and operating a brewery, wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and the laws of the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 2,600,000 shares of common capital stock. The par value of the common capital stock shall be one-hundredth of a cent (\$0.0001).

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's By-laws, but shall never be less than two (2), nor more than four (4). The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director, other than a member of the Initial Board of Directors, may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares. Any member of the Initial Board of Directors may only be removed as a director as specified in the By-laws.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

J. Barry Cook	and,	Eric D. Abel
<u>210 E. Glassboro Ct., 1B</u>		74 W. Chase Street
Hernando, Florida 34442		Hernando, Florida 34442

## **ARTICLE VII. QUORUM AND MEETINGS**

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

## **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

## **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2450 N. Citrus Hills Blvd., Hernando, Florida 34442.

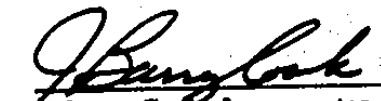
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Eric D. Abel, 2450 N. Citrus Hills Blvd., Hernando, Florida 34442.

### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: J. Barry Cook, 210 E. Glasbake Ct., 1B, Hernando, Florida 34442.

### ARTICLE XI. AMENDMENT

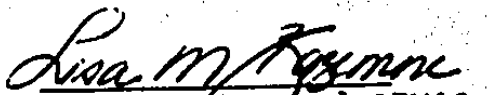
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders in the following manner: For an amendment to be adopted, the Board of Directors must recommend by unanimous vote, the amendment to the shareholders; then, a majority of the shareholder votes entitled to be cast on the amendment, unless a greater number is required by law. Any other rights conferred upon the shareholders shall be subject to this reservation.

  
J. Barry Cook, Incorporator

State of Florida  
County of Citrus

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TALLAHASSEE, FLORIDA


On September 23, 1996, J. Barry Cook, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Nature Coast Brewing Company.

  
Notary Public LISA M. BAZEMORE



LISA M. BAZEMORE  
My Commission CC334331  
Expires Dec. 08, 1997  
Bonded by H&A  
800-422-1888

I hereby accept my designation as registered agent and agree to serve as the registered agent of Nature Coast Brewing Company. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Nature Coast Brewing Company.

  
Eric D. Abel, Registered Agent