

10/24/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: THE COFFARO BEER COMPANY

AUDIT NUMBER.....H96000015027

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

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96 OCT 25 AM 8:19

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TALLAHASSEE, FLORIDA

10/25/96

DS

296A-49383

ARTICLES OF INCORPORATION

H96000015027

(4)

OF

THE COFFARO BEER COMPANY

The undersigned, acting as subscriber of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is The Coffaro Beer Company.

ARTICLE II

The principal place of business of the corporation shall be situated at: 805 95th Avenue North, Naples, FL 33963.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The period of its duration is perpetual, unless sooner dissolved according to law.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is: Five Thousand (5,000) shares of capital stock, all of one class, with a par value of One Tenth (\$.001) Dollar.

CARY & CARY
370 W. Camino Gardens Boulevard
Suite 210
Boca Raton, FL 33432
By: Dennis J. Cary
Florida Bar No. 471526
(954) 767-4800

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SECRETARY OF STATE
FLORIDA

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ARTICLE VI

The amount of capital with which the corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

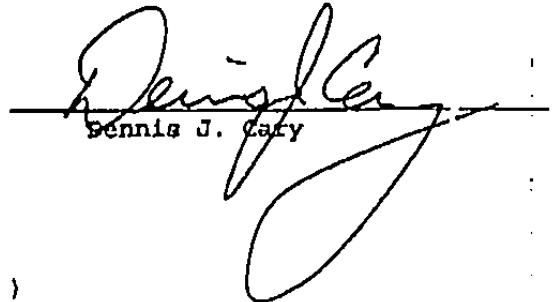
The number of directors constituting the initial Board of Directors is three: Anthony S. Coffaro, Frank Ormstead, and Phil Mullan, whose addresses are: 5569 American Circle, Delray Beach, FL 33484. The method of election of directors shall be stated in the corporation's bylaws.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 370 W. Camino Gardens Boulevard, Suite 210, Boca Raton, FL 33432; and the initial registered agent of this corporation at that address is: Dennis J. Cary.

ARTICLE IX

The name and address of the subscriber of this corporation is: Dennis J. Cary, address is same as above.

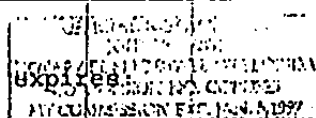

Dennis J. Cary

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing was acknowledged before me on this 22nd day of October, 1996, by Dennis J. Cary, personally known to me.



Notary Public
Serial Number
My commission



H96000015027

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

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1996

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

FIRST that THE COFFARO BEER COMPANY desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation in the State of Florida, County of Broward, has named Dennis J. Cary 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 this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.


Dennis J. Cary

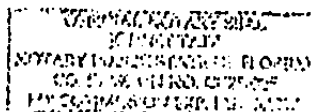
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was acknowledged before me by on this 24th day of October 1996, by Dennis J. Cary, personally known to me (or who has produced _____ as identification).


Notary Public

Serial Number:

My commission expires:



H96000015027

Coffaro Beer Company

P96000088091

12/7/96

Dear Sir,

Please change my corporate address from

Old Address

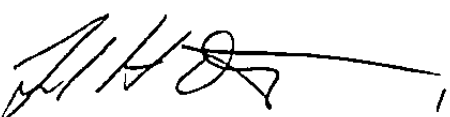
-Coffaro Beer Company
805 95th Avenue North
Naples, Florida 34108

New Address

COFFARO BEER COMPANY
810 101ST AVENUE NORTH
NAPLES, FL 34108

Sincerely,

 VICE PRESIDENT
Philip Mulian, Vice President

 VICE PRESIDENT
FRANK ORMSTEAD

KS 12/12

P96000088091

2/26/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:18 PM

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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 766-7800
NAME: THE COFFARO BEER COMPANY
AUDIT NUMBER.....H97000003403
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 7
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 1997

THE COFFARO BEER COMPANY
810 10151 AVENUE NORTH
NAPLES, FL 34108

SUBJECT: THE COFFARO BEER COMPANY
REF: P96000088091

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Auc. #: H97000003403
Letter Number: 997A00010315

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE COFFARO BEER COMPANY

FILED
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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of The Coffaro Beer Company (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P00000088001, do hereby certify:

First: That pursuant to Written Consent of a majority of the shareholders, which shares consenting and voted represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated February 12, 1997, therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval, and all the directors of said Corporation, the shareholders and directors approved the amendment to the Corporation's Articles of Incorporation as follows:

Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten Million (10,000,000) shares, par value \$0.001, which shares shall be designated "Common Stock"; and Five Million (5,000,000) shares of no par value each, which shares shall be designated "Preferred Stock" and which may be issued in one or more series at the discretion of the Board of Directors. In establishing a series the Board of Directors shall give to it a distinctive designation so as to distinguish it from the shares of all other series and classes, shall fix the number of shares in such series, and the preferences, rights and restrictions thereof. All shares of any one series shall be alike in every particular except as otherwise provided by these Articles of Incorporation or the Florida Business Corporation Act.

1. Dividends. Dividends in cash, property or shares shall be paid upon the Preferred Stock for any year on a cumulative or noncumulative basis as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock to the extent earned surplus for each such year is available, in an amount as determined by a resolution of the Board of Directors. Such Preferred Stock dividends shall be paid pro rata to holders of Preferred Stock in any amount not less than nor more than the rate as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. No other dividend shall be paid on the Preferred Stock.

JOSEPH I. EMAS, ESQ., FL BAR #004952
Atlas, Pearlman, Trop & Borkson, P.A.
200 E Las Olas Boulevard, Suite 1900
Ft. Lauderdale, FL 33301
(954) 766-7834

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Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law, except that no Common Stock dividend shall be paid for any year unless the holders of Preferred Stock, if any, shall receive the maximum allowable Preferred Stock dividend for such year.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Preferred Stock until an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, has been distributed per share, and, then, the remainder pro rata to the holders of the Common Stock.

3. Redemption. The Preferred Stock may be redeemed in whole or in part as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, upon prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors, by payment in cash or Common Stock for each share of the Preferred Stock to be redeemed, as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Any rights to or arising from fractional shares shall be treated as rights to or arising from one share. No such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

If less than all the outstanding shares are to be redeemed, such redemption may be made by lot or pro rata as may be prescribed by resolution of the Board of Directors; provided, however, that the Board of Directors may alternatively invite from shareholders offers to the Corporation of Preferred Stock at less than an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, and when such offers are invited, the Board of Directors shall then be required to buy at the lowest price or prices offered, up to the amount to be purchased.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in the payment of the redemption price), all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate.

Any purchase by the Corporation of the shares of its Preferred Stock shall not be made at prices in excess of said redemption price.

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4. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Florida Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Florida require the vote or concurrence of the holders of two-thirds of the outstanding shares, of the shares entitled to vote thereon, or of any class or series thereof, Cumulative voting shall not be allowed in the election of directors of this Corporation.

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

7. Class A \$10 12% Convertible Cumulative Preferred Stock. The text of the amendment adopted by the Corporation's Board of Directors establishing a series of Preferred Stock and setting forth the designations, rights and preferences thereof is as follows:

WHEREAS, pursuant to Article V of the Articles of Incorporation, the Corporation is authorized to issue Five Million (5,000,000) shares of Preferred Stock (the "Preferred Stock"), and which may be issued in one or more series at the discretion of the Board of Directors, and bearing such dividend, liquidation, redemption, voting, conversion and other preferences, rights, and restrictions as the Board of Directors may determine.

WHEREAS, the Board of Directors deem it to be in the best interest of the Corporation to establish a series of such Preferred Stock, consisting of 50,000 shares (the "Class A \$10 12% Convertible Cumulative Preferred Stock" or "Class A Preferred Stock").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation be and hereby determine that 12,500 shares of Preferred Stock are designated as Class A \$10 12% Convertible Cumulative Preferred Stock, with the following designations, rights and preferences:

1. Designation and Initial Number: The series of Preferred Stock hereby classified shall be designated as "Class A \$10 12% Convertible Cumulative Preferred Stock". The initial number of the Class A \$10 12% Convertible Cumulative Preferred Stock shall be 12,500 shares.

2. Dividends. The shares of Class A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the funds legally available therefore, on a cumulative basis, cash or shares at the annual rate of 12% per share payable on December 31 of each year, beginning December 31, 1997. Dividends on Class A Preferred Stock, whether current or in arrears, shall be payable before any dividends are paid upon or set apart from any other series or class of Preferred Stock or the Common Stock of the Corporation.

3. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Class A Preferred Stock before any distribution can be made to any other series or class of Preferred Stock or Common Stock of the Corporation.

4. Redemption. No mandatory redemption rights or call obligations are provided to the Class A Preferred Stock investors.

5. Voting Rights. Shares of Class A Preferred Stock shall not have voting rights; provided, however, alterations to the powers, preferences or rights given to the Preferred Stock as specified under the Florida Business Corporation Act, require the affirmative vote or written consent of holders of the majority of the then issued and outstanding Class A Preferred Stock as a class.

6. Conversion Rights. Holders of shares of Class A Preferred Stock shall be automatically converted into five (5) shares of the Company's Common Stock upon the closing of a underwritten public offering, covering the offering and sale of the Company's Common Stock or merger of the Company with or into a public corporation.

7. Registration Rights. A piggyback registration right is provided to Class A Preferred Stock investors in respect to the underlying Common Stock if at any time the Corporation files any registration statement in connection with any

financing or on behalf of any other stockholder as permitted by the applicable registration form provided, however, that if the managing underwriter or underwriters of any such offering advises the Corporation that the total number of securities which such holders, the Corporation, and other persons intend to include in such offering exceeds the numbers which can be reasonably be sold in such offering, then the securities to be offered for the account of the holders of the Class A Preferred Stock will be reduced to the extent necessary to reduce the total number of securities to be included in such offering, to the number recommended by such managing underwriter.

WHEREAS, the Board of Directors deem it to be in the best interest of the Corporation to establish a series of such Preferred Stock, consisting of 75,000 shares (the "Class B \$2.50 12% Convertible Cumulative Preferred Stock" or "Class B Preferred Stock").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation be and heroby determine that 75,000 shares of Preferred Stock are designated as Class B \$2.50 12% Convertible Cumulative Preferred Stock, with the following designations, rights and preferences:

1. Designation and Initial Number. The series of Preferred Stock hereby classified shall be designated as "Class B \$2.50 12% Convertible Cumulative Preferred Stock". The initial number of the Class B \$2.50 12% Convertible Cumulative Preferred Stock shall be 75,000 shares.

2. Dividends. The shares of Class B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the funds legally available therefore, on a cumulative basis, cash or shares at the annual rate of 12% per share payable on December 31 of each year, beginning December 31, 1996. Dividends on Class B Preferred Stock, whether current or in arrears, shall be payable before any dividends are paid upon or set apart from any other series or class of Preferred Stock or the Common Stock of the Corporation.

3. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Class B Preferred Stock after distribution is made to the holders of the Class A Preferred Stock and before any distribution can be made to any other series or class of Preferred Stock or Common Stock of the Corporation.

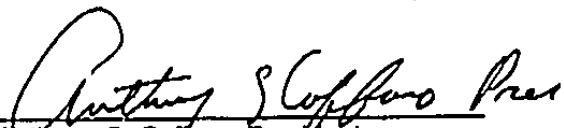
4. Redemption. No mandatory redemption rights or call obligations are provided to the Class B Preferred Stock investors.

5. Voting Rights. Shares of Class B Preferred Stock shall not have voting rights; provided, however, alterations to the powers, preferences or rights given to the Preferred Stock as specified under the Colorado Business Corporation Act, require the affirmative vote or written consent of holders of the majority of the then issued and outstanding Class B Preferred Stock as a class.

6. Conversion Rights. Holders of shares of Class B Preferred Stock shall be automatically converted into four (4) shares of the Company's Common Stock upon the closing of a underwritten public offering, covering the offering and sale of the Company's Common Stock or merger of the Company with or into a public corporation.

7. Registration Rights. A piggyback registration right is provided to Class B Preferred Stock investors in respect to the underlying Common Stock if at any time the Corporation files any registration statement in connection with any financing or on behalf of any other stockholder as permitted by the applicable registration form provided, however, that if the managing underwriter or underwriters of any such offering advises the Corporation that the total number of securities which such holders, the Corporation, and other persons intend to include in such offering exceeds the numbers which can be reasonably be sold in such offering, then the securities to be offered for the account of the holders of the Class B Preferred Stock will be reduced to the extent necessary to reduce the total number of securities to be included in such offering, to the number recommended by such managing underwriter.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment as of the 12th day of February, 1997.

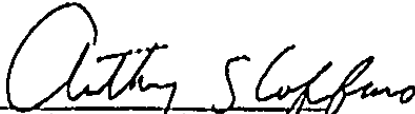

Anthony S. Coffaro, President

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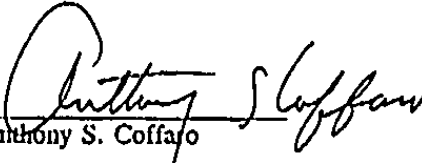
FURTHER RESOLVED, that the proper officers of the Corporation be and is hereby authorized and directed to prepare and execute the Articles of Amendment and to file same with the Department of State, of the State of Florida.

DATED as of the 12th day February, 1997.

SHAREHOLDERS:


Anthony S. Coffaro, 2,000,000 shares,
representing 40.0% of the issued
outsanding shares

DIRECTORS:


Anthony S. Coffaro


ROCKLAND CORPORATION,
1,000,000 shares, representing 20.0% of
the issued outstanding shares

BY: 
Frank Ormstead, President


Frank Ormstead

STUART MILLS CORPORATION,
1,000,000 shares, representing 20.0% of
the issued outstanding shares

BY: 
Philip Mullin, President


Philip Mullin

H97000003403