

P960000 90862

Hal Jacobs
4102 North 50th Avenue
Hollywood, FL 33021-1617

October 29, 1996

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-11/01/96--01099--017
****122.50 ****122.50

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed is my check in the amount of \$122.50 which I was advised is the required fee for filing a Certificate of Incorporation.

Other enclosures are two originals Certificate of Incorporation for The Bier Connection and Certificate Designating Place of Business & Registered Agent Upon Whom Process May Be Served.

I have obtained Laws & Rules, 1994 from the Plantation office, Division of Alcoholic Beverages & Tobacco together with information and application forms so that this company can become a beer and wine distributor.

If I have overlooked anything or if there are further requirements I have included my phone number and will appreciate hearing from you.

Please accept my thanks in advance for your cooperation.

Sincerely yours,

Hal Jacobs

Hal Jacobs

11/5

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96 NOV - 1 PM 4:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION

-OF-

THE BIER CONNECTION INCORPORATED, INC.

I, the undersigned desire becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of corporation for profit.

ARTICLE ONE

The name of this corporation shall be THE BIER CONNECTION INCORPORATED, INC.

ARTICLE TWO

The general nature of this business and the objects and purposes to be transacted and carried on, are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

1. The purpose of this corporation is to distribute imported and domestic beer in barrels, bottled, and canned together with imported and domestic wine.
2. The corporation will complete all necessary applications as required by the State of Florida for this purpose as well as provide the State of Florida a bond or surety in the amount requested.
3. Distribution will be to such establishments as, but not limited to, restaurants, bars, convenience stores, service stations, theaters and sports arenas.
4. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE THREE

The maximum number of shares of stock with \$1.00 par value per share that this corporation is authorized to have outstanding at any one time is 500,000 shares.

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TALLAHASSEE FLORIDA

ARTICLE FOUR

The amount of capital with which this corporation will begin business will not be less than One Thousand [\$1,000.00] Dollars.

ARTICLE FIVE

This corporation is to have perpetual existence.

ARTICLE SIX

The principal office of this corporation shall be:

4102 North 50th Avenue, Hollywood, FL 33021-1617

ARTICLE SEVEN

The number of directors shall initially be one [1].

ARTICLE EIGHT

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, is:

Harold I. Jacobs, 4102 No.50 Ave., Hollywood, FL 33021-1617 President & Secretary-Treasurer.

ARTICLE NINE

The name and post office address of the subscriber to the Certificate of Incorporation and the number of shares he agrees to take, is as follows, to-wit:

Harold I. Jacobs, 4102 No. 50 Ave., Hollywood, FL 33021-1617, 1,000 shares.

ARTICLE TEN

The corporation shall have the further right and power to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business within the State of Florida, do hereby make subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth and accordingly have set our hand and seal this 28th day of October A.D., 1996.

Harold I. Jacobs

[SEAL]

STATE OF FLORIDA }
 }
COUNTY OF BROWARD } SS

BE IT REMEMBERED, that on this 28th day of October, 1996 personally came before me

Harold I. Jacobs

the party to the foregoing Certificate of Incorporation, known to me personally to be such and acknowledged the said Certificate to be the free and voluntary act and deed of him and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Hollywood, Florida this 28th day of October, 1996



Cathy Shapiro

NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 8-23-99

Certificate Designating Place Of Business Or Domicile For The Service Or Process Within Florida, Naming Agent Upon Whom Process May Be Served

In compliance with Section 48,901 Florida Statutes, The following is submitted:

First - that THE BIER CONNECTION INCORPORATED, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the city of Hollywood, state of Florida has named:

Harold I. Jacobs

Street Address: 4102 No. 50 Avenue

City: Hollywood

State & ZIP: Florida, 33021-1617

Phone: 954-962-8686

as its agent to accept service or process within Florida.

Signature:

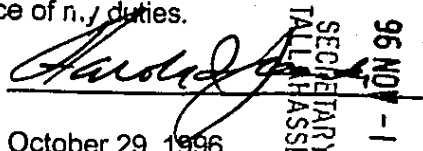


Title: President

Date: October 28, 1996

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature



Date: October 29, 1996

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Bier Connection, Inc.

Importers & Distributors
Of Authentic European World Class Beer

P96000090862

December 27, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Re: The Bier Connection Incorporated, Inc.
P96000090862

Please be advised that the above corporation has moved to:

3149 John P. Curci Drive
Bldg 1A, Bay 2
Pembroke Park, FL 33009

Information on our resident agent remains the same.

Thank you for updating your records.

Sincerely yours
The Beverage Connection, Inc.



Hal Jacobs
President

CS 1/3

Hal Jacobs
4102 No. 50th Ave.
Hollywood, FL 33021-1617

FILED

07 MAR -6 AM 11:07

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

March 3, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Re: Document Number P96000090862
The Bier Connection Incorporated, Inc.

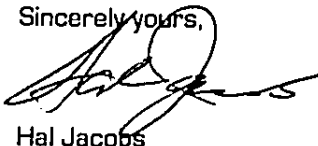
Please be advised that the above corporation has ceased business effective February 28, 1997. The three reports, in duplicate, are attached.

During this corporation's brief existence no inventory has been purchased nor sold.

All communication should be directed to the writer at the above address.

Thank you for your cooperation.

Sincerely yours,



Hal Jacobs

P96000090862



P96000090904

Charles R.L. White

ATTORNEY AT LAW

725 NORTH A1A, SUITE E-102
JUPITER, FLORIDA 33477

PHONE (561) 746-0176

FILED
97 MAR 17 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX (561) 746-0176

March 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002114831--1
-03/17/97--01047--01
*****35.00 *****35.00

Re: Fay Kincaid, Inc.

Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed are an original and one photocopy of the following documents:

1. Articles of Dissolution of Fay Kincaid, Inc.; and
2. Written Consent of Sole Director and Stockholder of Fay Kincaid, Inc.

Please file the originals and date-stamp the copies and return them to me in the enclosed self-addressed envelope.

Also enclosed is a check in the amount of \$35.00, payable to the Secretary of State, representing the filing fee.

Thank you.

Sincerely,

Charles R.L. White

Charles R.L. White

CRLW/jm
Enclosures

VOIDS
KRG
3-20

ARTICLES OF DISSOLUTION
OF
FAY KINCAID, INC.

FILED
97 MAR 17 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is FAY KINCAID, INC.
2. Articles of Incorporation were filed on November 1, 1996 and assigned Document Number P96000090904.
3. The name and address of its sole officer and director is:

Fay R. Kincaid
1648 Jupiter Cove Drive, #508
Jupiter, Florida 33469

4. All debts, obligations and liabilities of the Corporation have been paid or discharged.
5. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the Corporation in any court.
7. An executed copy of the written consent to dissolution and liquidation of the sole director and shareholder is attached.

IN WITNESS WHEREOF these Articles of Dissolution have been signed by the undersigned on the date set forth below.

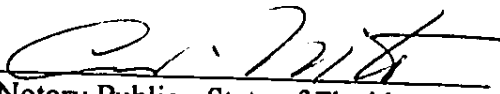
DATED: March 12th, 1997.

Fay R. Kincaid
Fay R. Kincaid, President/Secretary and
Sole Director


STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FAY R. KINCAID, known to me to be the person who executed the foregoing Articles of Dissolution as the sole stockholder, officer and director, and she acknowledged before me that she executed the same for the consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of March, 1997.


Notary Public - State of Florida

My Commission Expires:

 CHARLES R. L. WHITE
COMMISSION # CC 567696
EXPIRES AUG 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

WRITTEN CONSENT OF SOLE DIRECTOR AND STOCKHOLDER
OF

FAY KINCAID, INC.

THE UNDERSIGNED, being the sole Director and Shareholder of FAY KINCAID, INC., hereby adopts the following resolution:

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and make adequate provisions for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1402 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets during the month of April, 1997.
3. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
4. The officer of the Corporation is authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
5. The officer of the Corporation is authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:
 - (a) executing any and all instruments of conveyance;
 - (b) paying all taxes and fees;
 - (c) executing all documents required by law to be filed;

- (d) retaining professional advisors; and
- (e) doing all other things necessary or convenient to effect the dissolution of the Corporation.

6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officer is authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interest in exchange for their shares in the Corporation.

IN WITNESS WHEREOF this Written Consent has been signed this 12th day of March, 1997.

Fay R. Kincaid
Fay R. Kincaid, Sole Stockholder