



THE UNITED STATES  
CORPORATION  
COMPANY

P970000/8099

ACCOUNT NO. : 072100000032

REFERENCE : 273480 4612404

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : February 26, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 273480-005

200002098702--8

CUSTOMER NO: 4612404

CUSTOMER: R. Nathan Hightower, Esq  
MACFARLANE FERGUSON & MCMULLEN

P. O. Box 1669

Clearwater, FL 34617

DOMESTIC FILING

NAME: SOUTHERN BREWERIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 FEB 26 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. FEB 26 1997

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN BREWERIES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name**

The name of this corporation is Southern Breweries, Inc..

**ARTICLE II  
Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III  
Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
Capital Stock**

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V  
Preemptive Rights**

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**Principal Office and Registered Agent**

The street address of the principal office of this corporation is 12420 73rd Court N., Largo, FL 34643-3011. The initial registered agent of this corporation is R. Nathan Hightower, at 400 Cleveland Street, P.O. Box 1669, Clearwater, FL 34617.

**ARTICLE VII**  
**Initial Board of Directors and Officers**

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William W. Short, Jr.	12420 73rd Court N. Largo, FL 34643-3011	President/Director
William W. Short III	12420 73rd Court N. Largo, FL 34643-3011	Secretary/Treasurer/ Director

**ARTICLE VIII**  
**Incorporators**

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
R. Nathan Hightower	400 Cleveland Street 8th Floor Clearwater, FL 34615

**ARTICLE IX**  
**By-Laws**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**  
**Shareholder Quorum and Voting**

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI**  
**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

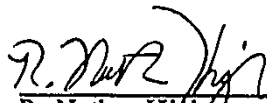
**ARTICLE XII**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
R. Nathan Hightower, Esquire  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknow-ldgments in this State and County set forth above, personally appeared R. Nathan Hightower, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25<sup>th</sup> day of February, 1997.

Marilyn S. Frieda  
Notary Public  
My Commission Expires:



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

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

First -- That SOUTHERN BREWERIES, 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 Largo, County of Pinellas, State of Florida, has named **R. NATHAN HIGHTOWER** located at 400 Cleveland Street, 8th floor, City of Clearwater, County of Pinellas, State of Florida, 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 said Act relative to keeping open said office.



\_\_\_\_\_  
**R. NATHAN HIGHTOWER**  
Resident Agent

**FILED**  
**97 FEB 26 PM 2:21**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA