

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

[Handwritten Signature]

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5-8-97
 TIME 12:30-8:30 CK No. _____
 BY [Signature]

WALK-IN Will Pick Up _____

RE: Biscayne Brewery,
TAC

- Capital Expenses
- Annual Report
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend File
- Dissolution/Withdrawal
- C U S-
- Filicitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate KII
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No's, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

SUBTOTALS		97 MAY -7 AM 10:14 RECEIVED DIVISION OF CORPORATION
FEE.....	\$	
DISBURSED.....	\$	
SURCHARGE.....	\$	
TAX on corporate supplies.....	\$	
SUBTOTAL.....	\$	
PREPAID.....	\$	
BALANCE DUE.....	\$	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
BISCAYNE BREWERY, INC.

FILED
97 MAY -7 AM 10:45
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: **BISCAYNE BREWERY, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

1160 N. Federal Highway, No. 214
Fort Lauderdale, Florida 33304

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares having a par value of Ten Cents (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Scott R. Austin, Esq.
HOUSTON & SHAHADY, P.A.
100 N.E. Third Ave., Suite 850
Fort Lauderdale, FL 33301

ARTICLE V: INCORPORATOR

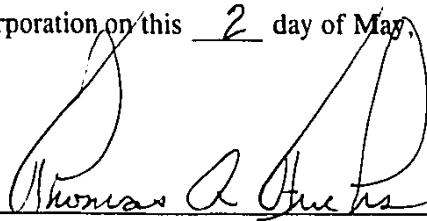
The name and address of the incorporator of these Articles of Incorporation is Thomas A. Fuchs, 1160 N. Federal Highway, Suite 214, Fort Lauderdale, Florida 33304.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors and Officers of the corporation is:

Thomas A. Fuchs - President, Secretary, Treasurer
1160 N. Federal Highway, Suite 214
Fort Lauderdale, Florida 33304

The undersigned has executed these Articles of Incorporation on this 2 day of May, 1997.


THOMAS A. FUCHS

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **BISCAYNE BREWERY, INC.**
2. The name and address of the registered agent and office is :

Scott R. Austin, Esq.
Houston & Shahady, P.A.
100 N.E. Third Ave., Suite 850
Fort Lauderdale, FL 33301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

HOUSTON & SHAHADY, P.A.

By: 
Scott R. Austin

Date: 5-2-97

97 MAY -7 AM 10:44
FBI
RECEIVED
MAY 7 1997
FBI