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THOMAS A. SMITH
ATTORNEY AT LAW

800 W. PLATT, SUITE 3
TAMPA, FL 33606

TEL (813) 254-8934
FAX (813) 251-6621

June 3, 1997

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

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*****70.00 *****70.00

Re: BREWMASTERS OF CHARLOTTE, INC.

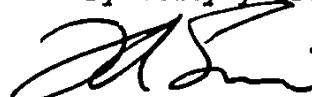
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the above-named corporation together with my check in the amount of \$70.00 to cover the costs of filing.

Please note that the Resident Agent is stated in the Articles and the acceptance is attached at the end.

If the enclosed are in order, please file the Articles and return the uncertified copy for my files.

Very truly yours,


Thomas A. Smith

FILED
97 JUN 12 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
BREWMASTERS OF CHARLOTTE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of this corporation is BREWMASTERS OF CHARLOTTE, INC.. The address of its principal office and mailing address is 800 W. Platt St., Ste. 3, Tampa, FL 33606.

II

This corporation shall exist perpetually and shall commence its corporate existence upon filing these Articles with the Secretary of State.

III

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To engage in all forms of the food and beverage business, including but not limited to operation of restaurants, clubs, cafeterias, cafes, and lounges; preparation and sale of all types of food and food products; and when properly licensed to engage in the sale of alcoholic beverages.

(c) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of

every class, kind and description; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph or telephone company, or a building and loan association.

(d) To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, licenses, in the State of Florida, and in all other states or countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(h) To become guarantor or surety for any other person firm or corporation for any purpose or transaction whatsoever.

(i) To make gifts of its property or cash, either to

charitable organizations or otherwise, when deemed in the interest of the corporation.

(j) To enjoy all the powers now or hereafter conferred upon corporations by the statutes or the laws of the State of Florida.

(k) The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

IV

The corporation shall have only one class of stock. The aggregate number of shares with which this corporation is initially organized is 500 shares of common capital stock. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

V

The street address of this corporation's initial registered office and the name of its initial registered agent is:

THOMAS A. SMITH

800 W. Platt St., Ste. 3
Tampa, FL 33606

VI

There will be one director constituting the initial board of directors and his name is:

THOMAS A. SMITH

800 W. Platt St., Ste. 3
Tampa, FL 33606

VII

The name and address of the incorporator is:

THOMAS A. SMITH

800 W. Platt St., Ste. 3
Tampa, FL 33606

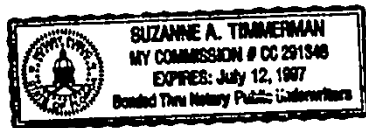
These Articles of Incorporation are hereby acknowledged and
executed by the undersigned on this, the 10 day of June 1997.

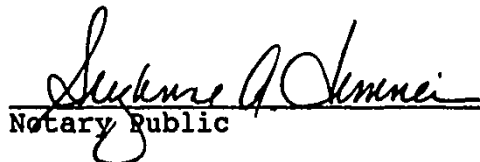

THOMAS A. SMITH

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 10
day of June, 1997 by THOMAS A. SMITH who is
personally known to me or who produced _____ as
identification and who did take an oath.




Notary Public

Printed name of Notary Public

My commission Expires:

Notary commission number:

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the above Articles of Incorporation, 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.



THOMAS A. SMITH

Date: _____, 1997

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97 JUN 12 AM 8:59
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TALLAHASSEE, FLORIDA