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OF

HARD ROCK BREWING INC.

97 OCT 28 PH 2: OF SECRETARY OF STATE TALLAHASSEE, FLORIO

The undersigned, being an individual, does hereby act as incorporator adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is:

## Hard Rock Brewing Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal address of the Corporation shall be 5401 Kirkman Road, Suite 200, Orlando, Florida 32801 and the mailing address shall be 5 Concourse Parkway, Suite 2400, Atlanta, Georgia 30328.

FOURTH: The number of shares which the Corporation is authorized to issue is One Thousand (1000), all of which are of a par value of \$1.00 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at said registered office is CT Corporation System. The written acceptance of said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is:

Leslle O. Jones Five Concourse Parkway, Suite 2400 Atlanta, Georgia 30328 SEVENTH: No shareholder shall have preemptive rights.

EIGHTH: The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida statutes.

Leslie O. Jones, Incorporator

Having been named as registered agent and to accept service of process for the abovenamed Corporation at the place designated in these Articles of Incorporation, 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.

CT CORPORATION SYSTEM

sy. May of Wilano

Name: Mary R. Adams

Title: Assistant Secretary

Date: October 27, 1997

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SECRE TARRY OF STATE
TALLAHASSEE, FI DE