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RICHARDS  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
GRAND LAY PLAZA  
2665 SOUTH BAYSHORE DRIVE  
SUITE 703  
MIAMI, FLORIDA 33133

CARACAS OFFICE:  
TORRE LAS MERCEDES  
2ND FLOOR  
CHUAO-CARACAS  
VENEZUELA  
TEL 582-92-86-86  
FAX 582-92-66-76

TELEPHONE: 305-858-9900  
TELECOPIER: 305-285-0015

OF COUNSEL  
MITCHELL S. POLANSKY

December 16, 1997

**VIA FEDERAL EXPRESS - 8009-3668-6878**

Florida Department of State  
Division of Corporations  
Attn: Certification Department  
409 East Gaines Street  
Tallahassee, Florida 32399

700002374917--2  
-12/17/97--01062--007  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Lakes Brew House, Inc.**

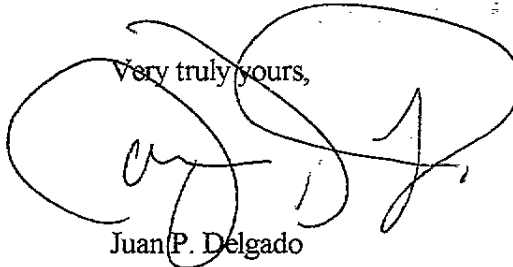
To Whom It May Concern:

Enclosed herewith are the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation and for obtaining a certified copy, as well as the initial fee for registered agent.

Once the documents have been filed, please forward the certified copy to our office. Should you have any questions, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

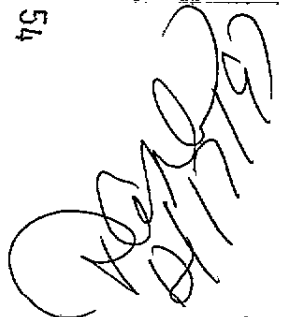
Very truly yours,



Juan P. Delgado

JPD/ef  
enclosures  
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FILED  
97 DEC 17 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
LAKES BREW HOUSE, INC.

97 DEC 17 AM 10:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is LAKES BREW HOUSE, INC.

ARTICLE II  
ADDRESS

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 900, Miami, Florida 33133.

ARTICLE III  
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV  
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V  
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

FILED  
97 DEC 17 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Juan P. Delgado, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, Florida 33133


**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

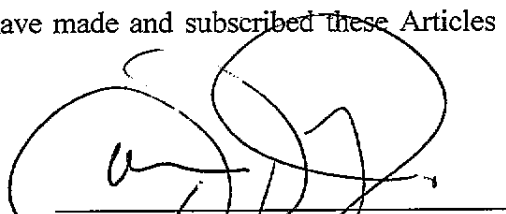
Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, Florida 33133

**I HEREBY ACCEPT** this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

**IN WITNESS WHEREOF**, as said registered agent, I have caused this Statement to be signed on this 16th day of December, 1997.

  
Timothy D. Richards  
Registered Agent

**IN WITNESS WHEREOF**, I have made and subscribed these Articles of Incorporation this 16th day of December, 1997.

  
Juan P. Delgado, Incorporator