

4/03/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CONCH REPUBLIC BREWEY, INC.
AUDIT NUMBER.....H98000006713
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

EMPIRE

SUBJECT: CONCH REPUBLIC BREWERY, INC.
REF: W98000007838

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VI STATES THE REGISTERD OFFICE AT ONE ADDRESS. THE DESIGNATION FORM STATE THE ADDRESS AT ANOTHER ADDRESS. THE ADDRESS OF THE R.A. MUST BE CONSISTENT.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000006713
Letter Number: 598A00018671

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**ARTICLES OF INCORPORATION
OF
CONCH REPUBLIC BREWERY, INC.**

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ARTICLE I - NAME

The name of this corporation is **CONCH REPUBLIC BREWERY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **1209
OLIVIA STREET KEY WEST, FLORIDA 33040.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **11900 BISCAYNE
BOULEVARD #290 MIAMI, FLORIDA 33181** and the name of the initial registered agent of this corporation at that address is **KIM MARKS.**

Prepared by: Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

(305) 895-5815

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
BILL BOHMFALK	1209 OLIVIA STREET KEY WEST FLORIDA 33040

ARTICLE VIII - Officers

The name and title of each officers is:

BILL BOHMFALK	President
BILL BOHMFALK	Vice President
BILL BOHMFALK	Secretary
KIM MARKS	Treasurer

ARTICLE VIII - 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.

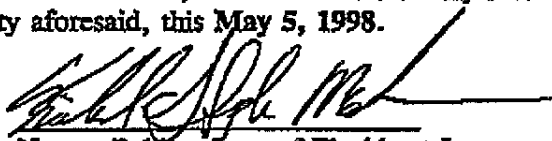
IN WITNESS WHEREOF, the undersigned/subscribe has executed these Articles of Incorporation this May 5, 1998.


Signature/Title

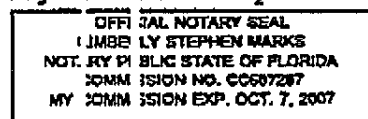
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared BILL BOHMFALK, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they 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 May 5, 1998.


Notary Public, State of Florida at Large

My commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST-THAT CONCH REPUBLIC BREWERY, INC.
(Name of Corporation)

DESIGNED TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF KEY WEST, STATE OF FLORIDA 33040, HAS NAMED KIM MARKS, LOCATED AT 11900 BISCAYNE BOULEVARD #290, STATE OF FLORIDA 33181, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(Corporate Officer)

TITLE

President

DATE

5/5/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE

(Resident Agent)

DATE

5/5/98

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