

P980000073272

BAD FROG BEER OF FLORIDA, INC.
610 WILLOW RUN
LAKELAND FLORIDA 33813
(941) 984-3173

August 18, 1998

Department of State Corporate Records
Division of Corporations
PO Box 6327
Tallahassee FL 32301

700002621617--9
-08/21/98--01003--001
*****70.00 *****70.00

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Bad Frog Beer of Florida, Inc and Certificate of Designation of Registered Agent.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing the corporation known as Bad Frog Beer of Florida, Inc. is appreciated.

Respectfully,

BAD FROG BEER OF FLORIDA, INC.

James D Smith

Incorporator

Enclosures

FILED
98 AUG 20 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 21 1998

**ARTICLES OF INCORPORATION
FOR
BAD FROG BEER OF FLORIDA, INC.**

FILED
98 AUG 20 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is Bad Frog Beer Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1000 of the par value of one dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its principal office and initial registered office is 610 Willow Run, Lakeland FL 33813 and the name of its initial registered agent at such address is James D. Smith.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is 3, and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing address
James D. Smith	610 Willow Run Lakeland FL 33813
William C. Martino Sr	575 Sellars Dr Lake Alfred, FL 33850
William C. Martino Jr.	1044 Candlewood Dr Lakeland FL 33813

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name

Mailing address

James D. Smith

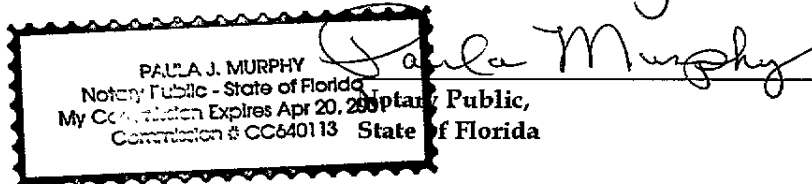
610 Willow Run
Lakeland FL 33813

James D Smith
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared James D. Smith to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes there in expressed.

WITNESS my hand and official seal, this 18th day of August, 1998



ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

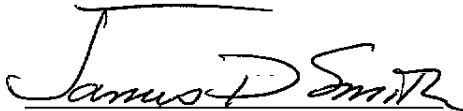
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Bad Frog Beer of Florida, Inc.

The name and address of the registered agent and office is:

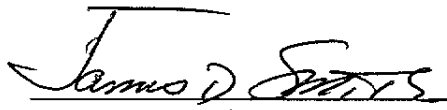
James D. Smith
610 Willow Run
Lakeland FL 33813

Date: August 18, 1998


Incorporator

FILED
98 AUG 20 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the 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 and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.


James D. Smith

Date: August 18, 1998