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Charles W. Cairnes, Jr. PA
certified public accountant
1973 PGA Blvd., Ste C
North Palm Beach, FL 33408
561-622-8989

January 12, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed are the Articles of Incorporation of Southern Malt Inc. and a check for \$79.75 to cover the filing fee, certified copy and certificate designating registered agent.

Thank you for your help.

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-01/19/99--01132--035
*****79.75 *****79.75

Sincerely,



Barry Coopersmith, Accountant
Charles W. Cairnes Jr., CPA, P.A.

FILED
99 JAN 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 25 1999

**ARTICLES OF INCORPORATION
OF**

Southern Malt Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Chapter 607 of the Official Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: **Southern Malt Inc.** The address of the initial business office shall be: 1618 Latham Road, West Palm Beach, Florida 33409.

ARTICLE II

The street address of the initial registered office shall be: 11 Glengary Road, Palm Beach Gardens, Florida 33418; and the name of the initial registered agent at that address shall be: Paul Wilson.

ARTICLE III

The capital stock of the Corporation will consist of 7500 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and place of residence of the incorporator is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Paul Wilson	11 Glengary Road Palm Beach Gardens, FL 33418

ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of

Directors, who shall hold office until their successors are elected or appointed and have qualified are :

NAME
Paul Wilson

RESIDENCE
11 Glengary Road
Palm Beach Gardens, Fl 33418

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The by-laws of the Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him

as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall; in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of; any other rights to which such director or officer may be lawfully entitled.

ARTICLES XI

No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as

that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which said stock is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of January, 1999.

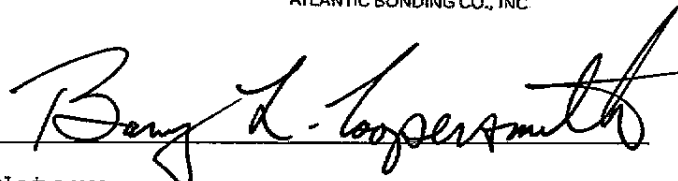


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State of Florida)
County of Palm Beach)

The foregoing instrument was acknowledged before me this 12th day of January, 1999 by Paul Wilson, who is personally known to me ~~or who has produced as identification~~ and who did not take an oath.

 Barry L. Coopersmith
Commission # CC 732920
Expires April 22, 2002
BONDED THRU
ATLANTIC BONDING CO., INC



Notary

attached to articles of incorporation of Southern Malt, Inc.

REGISTERED AGENT CERTIFICATE

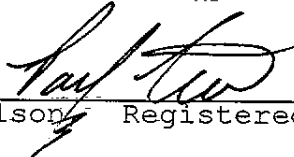
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That **Southern Malt Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located at City of West Palm Beach, State of Florida, has named Paul Wilson as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Paul Wilson Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA