

P99000013655

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BASIC AMENDMENT
COFFARO BEER COMPANY

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Amendment
02/26/99

Thursday, February 25, 1999

5:00 PM

DC

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
COFFARO BEER COMPANY**

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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Coffaro Beer Company, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P99000013655, does hereby certify:

FIRST: That pursuant to written consent of all of the Board of Directors and majority consent of the Shareholders of the Corporation, dated February 25, 1999, the Board of Directors and Shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE IV

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 15,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

SECOND: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Written Consent of All of the Board of Directors of the Corporation and by all of the Shareholders of the Common Stock of the Corporation dated February 25, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

ROBERT J. BURNETT, ESQ., FLA. BAR #0117978
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of February 25, 1999.

COFFARO BEER COMPANY

By: 

Anthony S. Coffaro, President

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