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(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GRIND'N BREW INTERNATIONAL
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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K. Re NOV 04 1999

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

GRIND 'N BREW INTERNATIONAL, Inc

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Company under the Laws of the State of Florida, hereby make, subscribe and acknowledge to Secretary of State of Florida, the following Articles for such Company:

ARTICLE I NAME

The name of the Company and its mailing address and Principal Office are:

GRIND 'N BREW INTERNATIONAL, Inc.
46 Curtiss Parkway.
Miami Springs, FL 33166

ARTICLE II PURPOSE

The general nature of the business to be conducted and carried on by the Company is:

[a] To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe-deposit, trust insurance, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

[b] To purchase, take and lease, or in exchange hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores, or works, insofar as the same may be appurtenant to or useful for the conduct of business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

[c] To purchase, sell, pledge, subscribe for, or otherwise acquire and to hold shares, stocks, bonds, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or any other state or of any territory of the United States or of any foreign country, except moneyed or transportation, banking or insurance companies, and to sell or exchange the same, or upon distribution of assets or divisions of

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profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

[d] The entity shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages, bonds, and all other negotiable papers; to secure any indebtedness due to it in the same manner common to natural persons. It shall have the full power to loan money and secure payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue and be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

[e] To enter into, make and perform contracts of any kind and description with any person, firm association, corporation, municipality, county, state, body, politic or government or colony or dependency thereof.

[f] The foregoing shall be construed as independent businesses, and enumeration of any specific business shall not restrict any other business of the company.

[g] The company shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the company, or to enhance the value of its assets.

[h] To do and perform and cause to be done or performed each any and all acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under said acts above recited under which it is organized. The said company may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign country or countries.

ARTICLE III DURATION

This company shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these articles.

ARTICLE IV CAPITAL STOCK

[a] The aggregate number of shares that the company shall have authority to issue is 100 shares of Capital Stock with \$ 1.00 par value per share.

[b] The sum of the par value of all shares of Capital Stock of the company that have been issued shall be the stated capital of the company at any particular time.

[c] The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, property, or in shares of Capital Stock of the company.

[d] The shares of the company are not to be divided into classes.

[e] The company is not authorized to issue shares in series.

ARTICLE V 1244 STOCK

The Capital Stock of the company will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this company of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof [as nearly as may be done without the issuance of fractional shares] at the price which it is to be offered to others.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the company is 46 Curtiss Parkway, Miami Springs, FL 33166, and the name of the initial registered agent of this company at that address is Bonnie Fullerton, however, this company may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This company shall have one director [s] initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The names and post office addresses of the first Board of Directors, who, being subject to the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the company's existence, or until their successors are selected and have qualified, and are as follows.

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NAME	ADDRESS
Bonnie Fullerton	46 Curtiss Parkway, Miami Springs, FL 33166

ARTICLE IX INCORPORATORS

The name and street address of each incorporator and subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Bonnie Fullerton	46 Curtiss Parkway, Miami Springs, FL 33166

ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XII TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the company and any firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its Directors or Officers of this company is, or are, interested in, or a member, stockholder, director or officer or are members, stockholders, director or officer or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this company or in which this company is interested, and no contract, act or transaction of this company with any person or persons, firm, association or corporation shall be affected or invalidated by reason of this fact that any Director or directors or officer or officers of this company, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm association or director or officer of this company is hereby relieved of any liability that may otherwise exist from this contracting in and with this company for the benefit of himself or any firm, association, or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII INDEMINIFICATION

The company shall indemnify any officer, director, or any former officer, director, to the full extent permitted by law.

ARTICLE XIV AMENDMENT

The company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

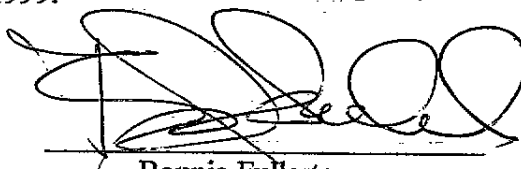
ARTICLE XV MISCELLANEOUS

[a] The company shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this company [other than stock book] or any of them shall be open to inspection of stockholders, and no stockholder shall have the right of inspecting any account, books or documents of this company except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

[b] Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the company [subject to the provisions of the statutes] outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

[c] The company may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

WE, the undersigned, being each and all the original subscribers to the capital stock hereinabove named for the purpose of forming a company for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands this 1st day of November 1999.



Bonnie Fullerton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

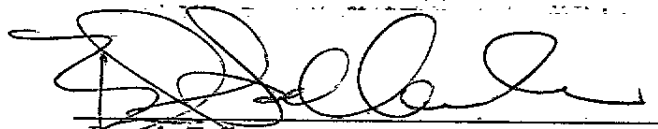
REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes the following is submitted: That

Grind 'N Brew International, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, located at 46 Curtiss Parkway, Miami Springs Fl, 33166 has named Bonnie Fullerton its registered agent to accept service of process within the state of Florida.

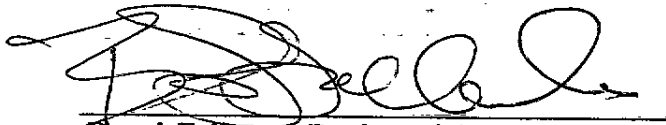
GRIND 'N BREW INTERNATIONAL, INC.



Bonnie Fullerton

Date: November 1, 1999

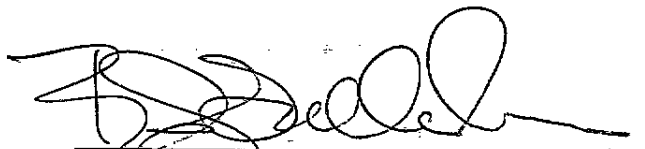
Having been named to accept service of process for the above stated entity, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Bonnie Fullerton, Registered Agent

Date: November 1, 1999

We, the undersigned, being each and all of the original subscribers hereinabove named for the purpose of forming an entity for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this 1st day of November 1999.



Bonnie Fullerton

Date: November 1, 1999