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5/23/97

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BLUE MARLIN BREWERIES, INC.
AUDIT NUMBER.....H97000008615
DOC TYPE.....BASIC AMENDMENT
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Amend.

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ARTICLES OF AMENDMENT

OF

BLUE MARLIN BREWERIES, INC.

571621

A special meeting of the shareholders of Blue Marlin Breweries, Inc. was held on May 20, 1997 and on said date a majority of shareholders holding shares of common stock, with voting rights (there are no other voting groups entitled to vote), of the corporation unanimously adopted the following amendment to the Articles of Incorporation.

"ARTICLE III. STOCK

COMMON STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of Common Stock with an initial par value of \$0.01. The Board of Directors are authorized to issue a stock split of twenty thousand (20,000) shares of Common Stock to every one (1) share that is issued and outstanding."

PREFERRED STOCK: The Board of Directors are authorized to issue 5,000 shares of Preferred Stock with designation, rights and preferences determined from time to time by the Board of Directors, and without stock holder approval.

DATED this 20 day of May, 1997.

Attested:

By

Secretary

By

President

This instrument prepared by:
Thomas F. Pepe, Esquire
Bar #183230
1500 San Remo Avenue, Suite 220
Coral Gables, FL 33146
(305) 667-2564

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

STATE OF FLORIDA

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SS.

COUNTY OF DADE

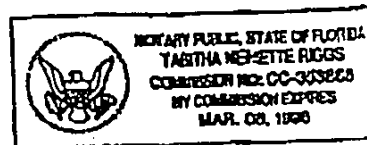
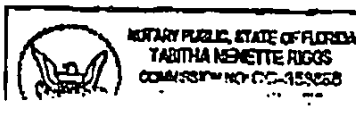
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I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 23 day of May, 1997, by Dennis Valdez, as president and secretary of Blue Marlin Breweries, Inc., a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization, and is personally known to me or has produced A Florida Drivers License as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of May, 1997.

Tabitha Nemette Riggs
NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



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