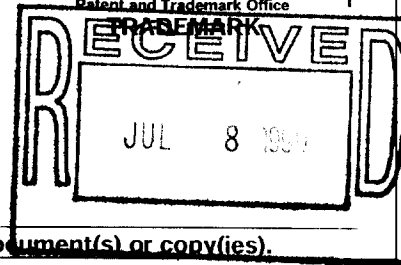


07-14-1999



101090375

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRP
7.8.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
03/30/99
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
03/30/99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

07/13/1999 NTHA11 00000246 75303563

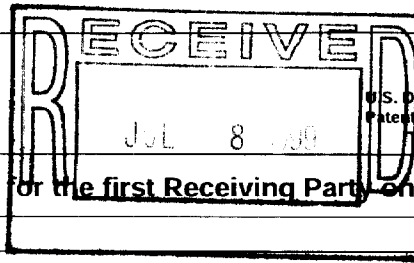
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01 FC:481 40.00 OP
02 FC:482 25.00 OP

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TRADEMARK
REEL: 001926 FRAME: 0142



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

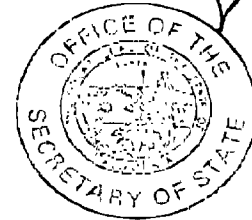
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Darcy M. Pertcheck
Name of Person Signing

Signature

7/8/99
Date Signed

A0522945



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR - 1 1999

Bill Jones

Secretary of State



00522945

RECORDED - FILED
OFFICE OF THE CLERK
OF THE STATE OF CALIFORNIA

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION

MAR 30 1999

WILL JONES, SECRETARY OF STATE

Forest Gray certifies that:

1. He is the President and Secretary, respectively, of Brewmaster, Inc., a California corporation (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I: The name of the corporation is Speakeasy Ales & Lagers, Inc."
3. The foregoing Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares of the Corporation is 729,400. The number of shares voting in favor of the amendment equaled or exceeded the majority vote required to approve the amendment.

The undersigned further declares under penalty of perjury that the matters set forth in this certificate are true and correct of his own knowledge.

San Francisco, California

Dated: March 30, 1999



FOREST GRAY, President and Secretary

