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FLORIDA PROFIT CORPORATION OR P.A.  
WINE AND BEVERAGE OUTLET SOUTHERN DEPOT, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
WINE AND BEVERAGE OUTLET SOUTHERN DEPOT, INC.**

**ARTICLE I - NAME**

The name of this Corporation shall be: WINE AND BEVERAGE OUTLET SOUTHERN DEPOT, INC.

**ARTICLE II - COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III - PURPOSE**

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation shall have the authority to issue 150 shares of common capital stock with a par value of one (\$1.00) per share.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

**ARTICLE VI - TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this

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corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."**

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the initial Board of Directors are:

Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301  
Jeffrey M. Ostrow, Esquire-Florida Bar Number: 121452

**Eliahu Ben-Shmuel - 101 South State Road 7, Suite 201, Hollywood, Florida 33023**

**Erez Tal - 3300 Northeast 191st Street, PH#2, Aventura, Florida 33180**

**ARTICLE VIII - INDEMNIFICATION**

**This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.**

**ARTICLE IX - PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

**The address of the corporation's principal office is: 101 South State Road 7, Suite 201, Hollywood, Florida 33023.**

**The address of this corporation's initial registered office shall be: 101 South State Road 7, Suite 201, Hollywood, Florida 33023.**

**The name of the individual who shall serve as this corporation's initial registered agent at that address is: Izac Ben-Shmuel.**

**ARTICLE X - INCORPORATOR**

**The name and address of the individual who shall serve as this corporation's incorporator is: Eliahu Ben-Shmuel - 101 South State Road 7, Suite 201, Hollywood, Florida 33023.**

**ARTICLE XI - AMENDMENT**

**This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.**

  
**ELIAHU BEN-SHMUEL, Incorporator  
of WINE AND BEVERAGE OUTLET  
SOUTHERN DEPOT, INC.**

