

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000076574

*Argentina Foods &
Wines Corp*

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*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

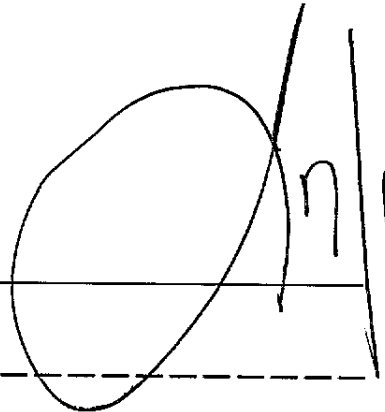
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Signature _____



Requested by: _____

Name _____

Date 7/15

Time 10:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
ARGENTINA FOODS & WINES CORP.

ARTICLE I.

The name of this corporation shall be:

ARGENTINA FOODS & WINES CORP.

ARTICLE II.

The general nature of business to be carried on by this corporation, is:

- a. To carry on and conduct a general import and export business, and to do and transact all and every the acts of whatever nature necessary to best effectuate the proper and successful operation and maintenance of an import and export business.
- b. To enter into any and all contracts with any person, firm, corporation and/or association.
- c. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- d. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- e. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated.
- f. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- g. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

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ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 15650 S.W. 105th Lane, # 501, Miami, Florida 33196, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 275 Fontainebleau Boulevard, Suite 135 Miami, Florida 33172. The initial Registered Agent at such address shall be JOSE RAMON RODRIGUEZ.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The name and address of the member of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until his successor is elected and qualified, or until his earlier removal from office, resignation or death is:

NORBERTO E. MASTANDREA
575 Crandon Boulevard
Unit # 901
Key Biscayne, Florida 33149

ARTICLE X.

The name and address of the incorporator is:

NORBERTO E. MASTANDREA
575 Crandon Boulevard
Unit # 901
Key Biscayne, Florida 33149

ARTICLE XI


The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

The execution hereof by the incorporator constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 12th day of July, 2002.



NORBERTO E. MASTANDREA,
incorporator (SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

ARGENTINA FOODS & WINES CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida has named JOSE RAMON RODRIGUEZ located at 275 Fontainebleau Boulevard, Suite 135, Miami, Florida 33172, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOSE RAMON RODRIGUEZ
(Registered Agent)

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