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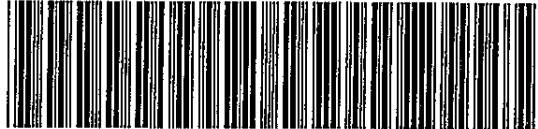
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 JUL -7 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HOWARD W. POZNANSKI
ATTORNEY AT LAW

33 S.E. 4th Street
Suite 102
Boca Raton, Florida 33431
Tel: (561) 417-9294
Fax: (561) 417-9422

*Admitted to practice in Florida,
Colorado & Washington, D.C.*

July 1, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

RE: Advantage Beverage Group, Inc.

Dear Sir or Madam:

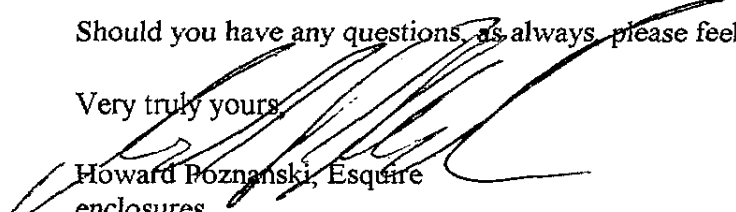
Enclosed herewith please find the following:

1. Original and 2 copies of articles of incorporation for Advantage Beverage Group, Inc.;
2. Original and two copies of certificate of registered agent;
2. Payment to the Florida Secretary of State, Division of Corporations, in the sum of \$78.75.

Upon receipt of the aforesaid enclosures, please file the articles of incorporation and certificate of registered agent and return a true copy to me with a certified copy. Also, please provide me with your letter acknowledging/confirming the incorporation, as well as a receipt for payment.

Should you have any questions, as always, please feel free to call me.

Very truly yours,


Howard Poznanski, Esquire
enclosures

HWP/

cc: Mr. Russell Yanoff

ARTICLES OF INCORPORATION
FOR
AVANTAGE BEVERAGE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

AVANTAGE BEVERAGE GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having no par value, the present distribution as follows: 51% (51 shares) to Russell Yanoff and 49% to Meryl Yanoff (49 shares)

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida,
is:

12041 Southern Boulevard
Suite 2 - PMB 218
Royal Palm Beach, Florida 33470

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

Howard Poznanski, Esquire
33 S.E. 4th Street
Suite 102
Boca Raton, Florida 33432

ARTICLE VII

The directors, officers, or shareholders may, from time to time, relocate the principal office
of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of the directors
may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall
never been less than one (1).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Russell Yanoff	12041 Southern Boulevard Suite 2 - PMB 218 Royal Palm Beach, Florida 33470	President
Meryl Yanoff	12041 Southern Boulevard Suite 2 - PMB 218 Royal Palm Beach, Florida 33470	Treasurer Secretary
Howard Busch	12041 Southern Boulevard Suite 2 - PMB 218 Royal Palm Beach, Florida 33470	Director
Howard Poznanski	33 S.E. 4 th Street Suite 102 Boca Raton, Florida 33432	Director

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the to the Stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.



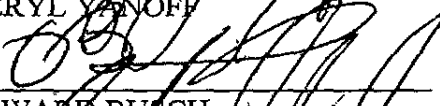
RUSSELL YANOFF

06/17/03
DATE



MERYL YANOFF

6/18/03
DATE



HOWARD BUSCH

6/20/03
DATE



HOWARD POZNANSKI

7-1-03
DATE

CERTIFICATE OF RESIDENT AGENT

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST: That AVANTAGE BEVERAGE GROUP, INC.

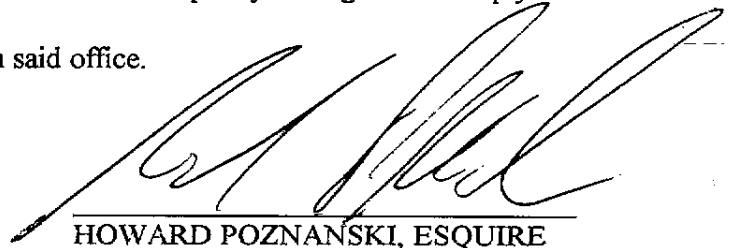
desiring to organize under the laws of the State of Florida, with its principal place of business as
indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, has name:

HOWARD POZNANSKI, ESQUIRE
33 S.E. 4th Street
Suite 102
Boca Raton, Florida 33432

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been made 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
provisions of said Act, relative to keeping open said office.



HOWARD POZNANSKI, ESQUIRE

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TALLAHASSEE, FLORIDA