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Division of Corporations  
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : LARRY V. BISHINS, P.A.  
Account Number : 072720000103  
Phone : (954)772-7900  
Fax Number : (954)772-7924

FLORIDA PROFIT CORPORATION OR P.A.  
WINE CARE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Handwritten initials and date: 1/4/04

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**Articles Of Incorporation  
OF  
WINE CARE, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of this corporation is WINE CARE, INC.

**ARTICLE II - LOCATION**

The principal office of this corporation is to be located at 1359 Victoria Isle Dr., County of Broward, Weston, Florida 33327.

**ARTICLE III - NATURE OF BUSINESS**

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

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share.

Prepared By:  
Larry V. Bishins, Esq.  
4548 North Federal Highway  
Fort Lauderdale, FL 33308  
(954) 772-7900  
Fla Bar No. 178986

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ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4548 North Federal Highway, Fort Lauderdale, FL 33308, and the name of the initial registered agent of this corporation at that address is Larry V. Bishins.

ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Philip M. Goldenberg  
1359 Victoria Isle Dr.  
Weston, FL 33327

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Larry V. Bishins, 4548 North Federal Highway, Fort Lauderdale, FL 33308.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes

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paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31st day of December, 2003.

*Larry V. Bishins*  
Larry V. Bishins

STATE OF FLORIDA )  
COUNTY OF Broward )

The foregoing instrument was acknowledged before me this 31st of December, 2003 by Larry V Bishins.

*[Signature]*  
Notary Public

Personally known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



L Bin Edgemon  
MY COMMISSION # DD144545 EXPIRES  
August 25, 2006  
BOND: THE TRUST INSURANCE CO.

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

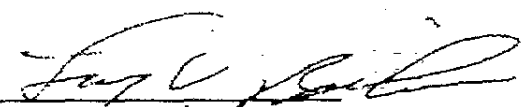
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST -- Wine Care, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1359 Victoria Isle Dr., Weston, County of Broward, State of Florida, has named Larry V. Bishins, 4548 North Federal Highway, Fort Lauderdale, FL 33308, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

By:   
Larry V. Bishins  
Resident Agent

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