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FLORIDA PROFIT/NON PROFIT CORPORATION

BODEGA PREMIER WINES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

BODEGA PREMIER WINES, INC.

ARTICLE I - NAME

The name of the corporation shall be: **BODEGA PREMIER WINES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the operation of any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar ($1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V – PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the principal office is 7500 S.W. 8th Street, Suite 104, Miami, FL 33144; the mailing address of the principal office is 7500 S.W. 8th Street, Suite 104, Miami, FL 33144; and the street address of the initial registered agent of this corporation is 7500 S.W. 8th Street, Suite 104, Miami, FL 33144. The name of the registered agent is Mario Trespalacios.

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ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less then one. The name and address of the initial directors of this corporation are:

P/D
Mario Trespalacios
7500 S.W. 8th Street, Suite 104
Miami, FL 33144

VP/D
Susan Steakley-Garcia
7500 S.W. 8th Street, Suite 104
Miami, FL 33144

Secretary/D
Mario Trespalacios
7500 S.W. 8th Street, Suite 104
Miami, FL 33144

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles is:

Giorgio L. Ramirez, Esquire
114 B Ponce De Leon Blvd.
Coral Gables, FL 33135

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less then one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI – SHAREHOLDER VOTING AND QUORUM

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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ARTICLE XII – APPROVAL OF SHAREHOLDERS REQURIED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of ~~August~~ September, 2008.

Giorgio L. Ramirez, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5th day of September, 2008 by Giorgio L. Ramirez, who is personally known to me and who did take an oath.

FRANCISCO J. ORTEGA
MY COMMISSION # DD 516064
EXPIRES: March 21, 2010
Bonded Thru Notary Public Underwriters

Notary Public

I, the undersigned, having been named as Initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Mario Trespalacios,
Registered Agent

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