

Wolfe, Young, O'Baker & Company
ACCOUNTANTS, TAX PRACTITIONERS & BUSINESS CONSULTANTS

P95000020857

March 2, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: DEXTER'S WINES, INC

TALLAHASSEE
SECRETARY OF STATE
95 MAR 13 M
FILED
500000-408-005
-03/13/95-01060--013
****70.00 ****70.00

To Whom it May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00), and Register Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent .

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company



Clyde E. O'Baker

CEO/sbo
Enclosures

cc: DEXTER'S WINES, INC

NANCY HENDRICKS MAR 2 0 1995

**ARTICLES OF INCORPORATION
OF
DEXTER'S WINES, INC.**

FILED
95 MAR 13 AM 9 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: **DEXTER'S WINES, INC.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

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

Article VI - Initial Registered Office and Agent

The street address of the initial registered office and the mailing address of this corporation is: 200 West Fairbanks Avenue, Winter Park, Florida 32789-4329, and the name of the initial registered agent of this corporation at that address is: Dexter Richardson.

Article VII - Initial Board of Directors

This corporation shall have four (3) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Dexter Richardson, 435 Westminster Drive, Orlando, Florida 32803, Adrian H. Mann, 622 Carvell Drive, Winter Park, Florida 32792, and Timothy D. Varan, 951 Islander Avenue, Orlando, Florida 32825.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Dexter Richardson, 200 West Fairbanks Avenue, Winter Park, Florida 32789-4329.

Article IX - Initial Officers

The names and addresses of the initial officers shall be: Dexter Richardson, 435 Westminster Drive, Orlando, Florida 32803 - President, Adrian H. Mann, 622 Carvell Drive, Winter Park, Florida 32792 - Vice President and Timothy D. Varan - Secretary/Treasurer.

Article X - By-Laws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 22 day of FEBRUARY A.D., 1995.

A handwritten signature in black ink, appearing to read "Dexter Richardson", written over a horizontal line.

Dexter Richardson - Incorporator

STATE OF FLORIDA

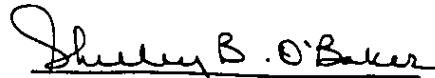
COUNTY OF Orange :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Dexter Richardson**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.



Dexter Richardson
Form of I.D. Florida D.L.
I.D. # R263-173-52-257
Expiration 10/96

SWORN and SUBSCRIBED to before me this 22ND day of February,
A.D., 1995.



Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)



SHELLEY B. O'BAKER
MY COM. EXP. 4/24/96
BONDED BY SERVICE INS.
NO. CC192268

State of Florida
Department of State

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

FILED
95 MAR 13 AM 9 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Section 48.091,
Florida Statutes.

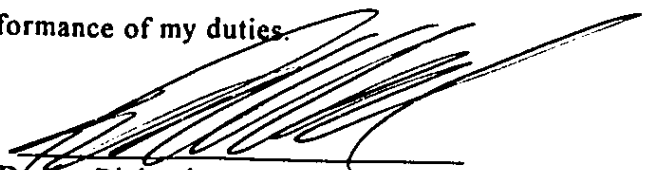
DEXTER'S WINES, INC., a corporation organized under the laws of the State
of Florida, with its principal office at: 200 West Fairbanks Avenue, Winter
Park, Florida 32789-4329, has named Dexter Richardson, at above said
address, as its Agent to accept service of process within this State.

DEXTER'S WINES, INC.

BY: 
Dexter Richardson - Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


Dexter Richardson - Resident Agent