

3/18/96  
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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: EDORNO ZEDER, P.A.  
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STATE OF FLORIDA SUITE 1600  
409 EAST GARDNER STREET MIAMI FL 33133- FL  
3418-0000

TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: JUSTIN T WILSON  
PHONE: (305) 860-7098  
FAX: (305) 850-4777

((H96000003888))  
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: COMPANIA CUBANA DE ALCOHOL, INC.  
FAX AUDIT NUMBER: H96000003888 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/18/1996 TIME REQUESTED: 15:39:45  
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((H96000003888))  
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EFFECTIVE DATE  
3-11-96

FILED  
96 MAR 18 PM 5:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED TO BUREAU

96 MAR 19 AM 8:02

RECEIVED

H96000003888

ARTICLES OF INCORPORATION  
OF

COMPANIA CUBANA DE ALCOHOL, INC.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

FILED  
SECRETARY  
TALLAHASSEE  
26 MAR 1996  
9:31

ARTICLE I

The name of the corporation is:

Compania Cubana de Alcohol, Inc.

EFFECTIVE DATE  
3-11-96

ARTICLE II

The existence of the corporation is effective as of the 11th day of March, 1996 and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws. The shareholders of the corporation have duly transferred and assigned to the corporation all of their rights, claims and interests in the

This instrument prepared by:

Justin T. Wilson  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133  
(305) 858-5555

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income produced by the property in Cuba belonging to Compañia Cubana de Alcohol, Inc., as well as the rights to any damages against persons illegally trafficking in such properties.

ARTICLE IV

The maximum number of shares, which this corporation is authorized to have outstanding at any time, is One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

ARTICLE VI

This corporation shall have five (5) directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their qualified successors are elected or until their earlier resignation or removal from office, are:

Enrique Carrillo, Sr.  
6440 S.W. 20th Terrace  
Miami, Florida 33155

Gloria Carrillo-Mendoza  
801 Capri Street  
Apt. No. 305  
Coral Gables, Florida 33134

Dolores Delgado Carrillo  
3620 Granada Blvd.  
Coral Gables, Florida 33134

Margarita Barrera  
123 Park Avenue  
Apt. #11-C

Loyola Carrillo del Valle Richards  
1101 Flor Luna  
McLean, VA 22101  
New York, NY 10128-1720

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one (1).

ARTICLE VII

The name and address of the Incorporator of the corporation is:

A Z Registered Agent Corporation  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the corporation shall be:

3620 Granada Boulevard  
Coral Gables, Florida 33134

Executed at Miami, Florida this 11th day of March, 1996.

A Z REGISTERED AGENT CORPORATION  
Incorporator

By: Justin T. Wilson  
Justin T. Wilson,  
Secretary and Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Compania Cubana de Alcohol, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 11th day of March, 1996.

A Z REGISTERED AGENT CORPORATION  
Registered Agent

By: Justin T. Wilson  
Justin T. Wilson,  
Secretary and Treasurer

FILED  
96 MAR 18 PM 5: 31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000024268

LAW OFFICES  
NICOLÁS J. GUTIÉRREZ, JR., ESQ.

BANNETT TOWER  
701 BRICKELL AVE. SUITE 2100  
MIAMI, FLORIDA 33131

OFFICE (305) 373-0330  
ORLLULAH (305) 343-3308  
PADBIMILU (305) 376-0270

May 29, 1997

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

300002197873--E  
-06/02/97--01099--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attention: Amendments

**RE: Articles of Amendment for Compañía Cubana de Alcohol, Inc.**

Dear Sir/Madam:

Enclosed please find a duly executed original and one photocopy of the Articles of Amendment to the Articles of Incorporation of Compañía Cubana de Alcohol, Inc., together with a check for \$52.50 payable to Florida Department of State to cover the relevant filing fee. Please file the aforementioned document, as soon as possible, and provide the undersigned with a stamped copy thereafter in the enclosed, self-addressed, stamped envelope.

Thank you in advance for your anticipated prompt attention to this matter. Please feel free to contact the undersigned directly at (305) 373-0330, if there are any further questions or comments.

Sincerely,

*Nicolás J. Gutiérrez, Jr.*

Nicolás J. Gutiérrez, Jr.

Enclosures

K:\NJG\CLIENTS\CARRILLO\CARRILLO.LTR

*DNC  
6-12-97*

FILED  
97 JUN -2 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Amend*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

COMPANIA CUBANA DE ALCOHOL, INC.

FILED  
97 JUN -2 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Enrique Carrillo de Albornoz y González de Mendoza, as President of Compañía Cubana de Alcohol, Inc., an active Florida corporation ("the "Corporation"), hereby certifies that all of the Shareholders and the members of the Board of Directors of the Corporation adopted a resolution by written consent, as of the 11th day of March, 1996, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"ARTICLE IV**

The maximum number of shares, which this corporation is authorized to have outstanding at any time, is Four Thousand Three Hundred Twenty (4,320) shares of Common Stock, having a par value of One Cent (\$0.01) per share.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, as of the 11th day of March, 1996.

  
Enrique Carrillo de Albornoz y  
González de Mendoza  
President