





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1997

NANCY K. HABERKORN  
VENEMA, DOHERTY & DELASHMIT, PC  
400 INTERSTATE NORTH PKWY. STE. 1650  
ATLANTA, GA 30339

The name INTERNATIONAL WINE TRADING INC. has been reserved for 120 days beginning June 27, 1997. The reservation number is R97000003141 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Melissa A Johnson

Letter number: 897A00034019

ARTICLES OF AMENDMENT

OF

AMALIA MORETTI, INC.

97 JUL 11 PM 12:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. The First Article of the Articles of Incorporation is hereby amended to read as follows:

FIRST: The corporate name that satisfies the requirements of Section 607.0401 of the Florida Business Corporations Act is "International Wine Trading, Inc."

2. The Eleventh Article of the Articles of Incorporation is hereby deleted and replaced with the following:

ELEVENTH: The Corporation shall hold a special meeting of the shareholders if the holders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting, describing the purpose or purposes for which said meeting is to be held.

3. The Thirteenth Article of the Articles of Incorporation is hereby added to the Articles of Incorporation and shall read as follows:

THIRTEENTH: The Corporation elects, pursuant to Section 607.850(9) of the Florida Business Corporation Act, to provide in this Article XIII, the sole and exclusive procedure, pursuant to which the Corporation shall have the power to indemnify a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) (a "Requesting Party") against liability incurred in connection with such proceeding, including any appeal thereof. Except as specifically set forth in Section 607.850(3) of the Florida Business Corporation Act, the Corporation will provide indemnification to a Requesting Party only in accordance with this Article XIII, and a Requesting Party shall not otherwise be entitled to indemnification. Any indemnification that the Corporation provides to a Requesting Party pursuant to this Article XIII shall be in accordance with the following:

(a) The Requesting Party shall submit a written request for indemnification to the Board of Directors within five (5) days following the commencement of the proceeding for which the Requesting Party is seeking indemnification.

(b) Upon receipt of a request for indemnification from a Requesting Party, the Board of Directors shall call a special meeting of the shareholders of the Corporation to consider the request for indemnification. Such special meeting of the shareholders shall convene, and may take action to approve the Requesting Party's request for indemnification, regardless of whether a quorum is present at such special meeting. In order to obtain indemnification from the Corporation, the Requesting Party's request for indemnification must be approved by a majority of the shares of the shareholders of the Corporation who neither were nor are parties to such proceeding (the "Disinterested Shareholders").

(c) The determination of whether to provide indemnification shall be a matter that is in the sole and absolute discretion of the Disinterested Shareholders; provided, however, that in deciding whether to grant a request for indemnification, the Disinterested Shareholders must consider the following:

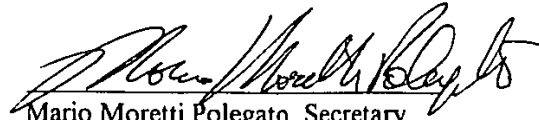
(i) In order to grant a Requesting Party's request for indemnification against liability for a proceeding (other than an action by, or in the right of, the Corporation), the Disinterested Shareholders must conclude that the Requesting Party has acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Requesting Party failed to act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had a reasonable cause to believe that his or her conduct was unlawful.

(ii) In order to grant a Requesting Party's request for indemnification against liability for an action by, or in the right of, the Corporation, the Disinterested Shareholders must consider two additional factors. First, such indemnification must be limited to indemnification against expenses and amounts paid in settlement (not exceeding, in the sole and absolute discretion of the Disinterested Shareholders, the estimated expense of litigating the proceeding to conclusion) that the Requesting Party actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Second, the

Disinterested Shareholders may not approve a Requesting Party's request for indemnification with regard to any claim, issue, or matter as to which the Requesting Party shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application by the Disinterested Shareholders that, despite the adjudication of liability but in view of all circumstances of the case, the Requesting Party is fairly and reasonably entitled to indemnity for such expenses as such court shall deem to be proper.

4. The foregoing amendments were adopted on the 1st day of July 1997.
5. The number of votes cast for each of the aforementioned amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment, this 1st of July 1997.

  
Mario Moretti Polegato, Secretary

STATE OF FLORIDA  
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July, 1997, by Mario Moretti Polegato, Secretary of AMALIA MORETTI, INC., a Florida corporation, on behalf of the corporation.

  
Notary Public, State of Florida at Large

My Commission Expires: Dec. 3, 2000

