

350978



THE UNITED STATES  
CORPORATION  
COMPANY

98 JUL 13 PM 4:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 888496 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 888496-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq  
Breier And Seif, P.a.  
Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

Amended &  
Restated  
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-07/13/98--01081--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: SOUTHERN WINE & SPIRITS OF  
AMERICA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED & AMENDED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

98 JUL 13 PM 12:07  
DIVISION OF CORPORATION  
RECEIVED

7/13/98

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN WINE & SPIRITS OF AMERICA, INC.**

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Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of SOUTHERN WINE & SPIRITS OF AMERICA, INC., a Florida corporation, are hereby amended and restated in their entirety effective at 9:00 A.M., Eastern Standard Time, on July 15, 1998.

**ARTICLE I  
NAME**

The name of this corporation shall be SOUTHERN WINE & SPIRITS OF AMERICA, INC. (the "Corporation").

**ARTICLE II  
PURPOSES**

The Corporation is organized for the following purposes:

(a) To distribute and sell alcoholic or other beverages; in all respects deal in alcoholic and other beverages; import alcoholic and other beverages on its own account or on the account of others; and without limitation trade in alcoholic and other beverages;

(b) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon Corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto;

(c) For the purpose of transacting any and all lawful business; and

(d) To do anything and everything pertinent to the above.

**ARTICLE III  
CORPORATE DURATION**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE IV CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000,000, which shall consist of (i) 20,000 shares of voting common stock, Ten (\$.10) Cent par value per share ("Class A Common Stock"), and (ii) 1,980,000 shares of nonvoting common stock, Ten (\$.10) Cent par value per share ("Class B Common Stock"). Pursuant to a Plan of Reorganization effective July 15, 1998 (the "Effective Date"), the 1,000,000 shares of Ten (\$.10) Cent par value common stock of the Corporation outstanding on the Effective Date (the "Outstanding Stock") shall be exchanged for a total of 10,000 shares of Class A Common Stock and 990,000 shares of Class B Common Stock. Upon delivery to the Corporation of each shareholder's certificates representing the Outstanding Stock, such shareholder shall receive from the Corporation new Certificates representing 1 share of Class A Common Stock and 99 shares of Class B Common Stock for each 100 shares of the Outstanding Stock exchanged.

The exchanges of stock will maintain the current proportionate voting power among the shareholders. Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

#### **ARTICLE V PREEMPTIVE RIGHTS**

The shareholders of all classes of capital stock shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors, to acquire proportional amounts of the Corporation's unissued shares of any class or series upon the decision of the Board of Directors to issue them; provided, however, there are no such preemptive rights with respect to shares sold or otherwise issued other than for money.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set

by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholder's preemptive rights.

For purposes of this section, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The Corporation shall have at least three (3) directors, but the By-Laws of the Corporation may provide for the increase or decrease in the number of directors in a manner which is consistent with the Articles of Incorporation, provided that the number of directors shall never be less than three (3).

## **ARTICLE VII**

### **REGISTERED OFFICE AND AGENT**

The address of the Registered Office of this Corporation is in c/o BREIER AND SEIF, P.A., Suite 1125, 2800 Ponce De Leon Boulevard, Coral Gables, Florida 33134, and the name of the Registered Agent of this Corporation at that address is ROBERT G. BREIER.

## **ARTICLE VIII**

### **PRINCIPAL OFFICE**

The Corporation shall maintain its principal office at 1600 N.W. 163 Street, Miami, Florida 33169, or at such other place as the Board of Directors may designate from time to time.

## **ARTICLE IX**

### **AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

These Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.0704 and 607.1007, Florida Statutes, by the unanimous written consent of the holders of the issued and outstanding shares of the stock of the Corporation on July 10<sup>th</sup>, 1998, and pursuant to Section 607.0821 and 607.1007, Florida Statutes, by the unanimous written consent of the Board of Directors of the Corporation on July 10<sup>th</sup>, 1998. The number of votes cast in favor of these Amended and Restated Articles of Incorporation by the shareholders of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer on July 10<sup>th</sup>, 1998.

SOUTHERN WINE & SPIRITS OF AMERICA, INC.

By: Wayne E. Chaplin  
Wayne E. Chaplin, President

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