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SHAW-ROSS IMPORTERS, INC.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by .ak . . . on 8/19/69

TOM ADAMS
SECRETARY OF STATE

corp -1

ROBERT M. ERVIN
IRL R. PENNINGTON, JR.
FRED C. VARN
SEPH C. JACOBS
F. PERRY ODOM
BURNIS T. COLEMAN
THOMAS M. ERVIN, JR.
LARRY G. ULLENSVANG
N. SANDERS GAULS

ERVIN, PENNINGTON, VARN & JACOBS
ATTORNEYS AT LAW
305 SOUTH GADSDEN STREET
TALLAHASSEE, FLORIDA
32302

P O BOX 1287
TELEPHONE 224 9128
AREA CODE 904

August 11, 1969

Honorable Tom Adams
Secretary of State
The Capitol
Tallahassee, Florida

ATTN: Corporations Division

Re: Shaw-Ross Importers, Ltd. *UK*
Hyde Park Leasing Corp.

Gentlemen:

Enclosed herewith are the original and one copy each of the Articles of Incorporation of the above-described corporation. I would appreciate your filing the same and returning the certified copy to me.

Also enclosed is my firm's check in the amount of \$74.00 covering the filing fee, certified copy, charter tax, and resident agent's fee for the two corporations.

Sincerely,

Joseph C. Jacobs
Joseph C. Jacobs

JCJ:jd
Enclosures

FILED
AUG 19 1969
STATE
TALLAHASSEE, FLORIDA
OS
EB



TOM ADAMS
SECRETARY OF STATE

August 14, 1969

Joseph C. Jacobs, Esquire
Attorney at Law
Post Office Box 1567
Tallahassee, Florida 32302

Dear Mr. Jacobs:

Subject: SHAW-ROSS IMPORTERS, LTD.

Document: returned _____ pending _____
Charter _____ Amendment _____ Consolidation _____ Merger _____

1. _____ Name is not available.
2. ☒ Name must include a corporate suffix.
3. _____ Check for \$ _____ has been received and deposited but is insufficient to cover: Charter tax _____ Filing fee _____
Certified copy _____.
4. _____ Complete mailing address for principal place of business, directors, and subscribers which must include a street address, rural route or highway.
5. _____ The certificate of incorporation must show the number of directors the corporation shall have (which must be no less than three) with a statement designating the total number.
6. _____ Corporation must have at least three subscribers. All subscribers must sign and their signatures notarized.
7. ☒ Notary public's acknowledgement is incomplete.
All subscribers must have signatures acknowledged by notary.
8. _____ President's signature must be acknowledged.
9. _____ Amendment must include a statement of approval of stockholders and directors.
10. _____ Receipted bill regarding proof of publication was not enclosed.
11. _____ Capital stock tax due
(CONTACT FLORIDA REVENUE COMMISSION FOR AMOUNT DUE)
12. _____ Other

Sincerely,

TOM ADAMS
Secretary of State

By Roy L. Allen
Roy L. Allen, Director
Corporations Division

FILED

1959 DEC 19 PM 5:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHAW-ROSS IMPORTERS, INC.

G. TAX	20.00
FILING	10.00
R. AGENT FEE	2.00
G. COPY	5.00
TOTAL	37.00
N. BANK	37.00
BALANCE DUE	
REFUND	

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is SHAW-ROSS IMPORTERS, INC.

INC.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, rectify, or distill alcoholic or intoxicating beverages; in all respects deal in alcoholic and intoxicating beverages; import alcoholic and intoxicating beverages on its own account or on the account of others, and without limitation trade in alcoholic and intoxicating beverages.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and

services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries. ✓

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers,

and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten (10) shares of common stock having a nominal or par value of One Hundred Dollars (\$100) per share.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS.

The initial street address of the principal office of this corporation in the State of Florida is 160 N.W. 163rd Street, Miami, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS.

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS.

The names and street addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Joseph C. Jacobs	305 South Gadsden Street ✓ Tallahassee, Florida
Carl R. Pennington, Jr.	305 South Gadsden Street ✓ Tallahassee, Florida
Barbara J. Dierking	305 South Gadsden Street ✓ Tallahassee, Florida

ARTICLE IX. SUBSCRIBERS.

The name and street address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Joseph C. Jacobs	305 S. Gadsden St./ Tallahassee, Fla. ✓	8	\$800.00
Carl R. Pennington, Jr.	305 S. Gadsden St./ Tallahassee, Fla. ✓	1	\$100.00
Barbara J. Dierking	305 S. Gadsden St./ Tallahassee, Fla. ✓	1	\$100.00


ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting

their intention that a certain amendment of these Articles
of Incorporation be made.


JOSEPH C. JACOBS


CARL R. PENNINGTON, JR.


BARBARA J. DIEKING

STATE OF FLORIDA,)
COUNTY OF LEON.)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JOSEPH C. JACOBS, CARL R. PENNINGTON, JR., and BARBARA J. DIERKING, to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to the same.

Witness my hand and official seal in the county and state named above this 11th day of August, 1969.

Arana Riley
NOTARY PUBLIC
My commission expires: Sept. 3, 1971

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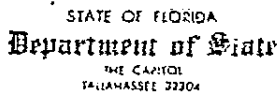
SHAW-ROSS IMPORTERS, INC.

Amend. amending ART III
filed 92/7/73

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLOR.

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1



January 23, 1973

James V. Johnstone, Esquire
420 Lincoln Road
Suite 244
Miami, Florida 33139

Dear Mr Johnstone,

Subject: Amendment to SHAW-ROSS IMPORTERS, INC.

Document: returned X pending _____ Withdrawal _____
Charter Amendment X Merger _____ Dissolution _____

1. _____ Name is not available.
2. _____ Name must include a corporate suffix.
3. XX Check for \$ NONE has been received and deposited but is insufficient to cover: Charter tax \$10. Filing fee \$15.
Certified copy \$10. Resident agent fee _____.
Total Due: \$35.00
4. _____ Complete mailing address for principal place of business, directors, and subscribers which must include a street address, rural route, or highway.
5. _____ The number of directors the corporation shall have must be shown with a statement designating the total number.
6. _____ All subscribers must sign and their signatures must be notarized.
7. _____ Notary public's acknowledgement is incomplete.
8. _____ President's signature must be acknowledged.
9. _____ Amendment must include a statement of approval of stockholders and directors.
10. _____ Resident agent must be designated at the time of filing certificate of incorporation. See attached form Instructions.
11. XX Other Corporate seal must be affixed.

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

90414RB-3140

(YWX) SIG/931-3673

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Sincerely,

RICHARD (DICK) STONE
Secretary of State

By David S. Jones
David S. Jones, Chief
Bureau of Corporation Records

PRIVILEGE TAX	
G. TAX	10
	15
	10
SEARCH	
TOTAL	35
BALANCE DUE	
REFUND	

DSJ/ Ses

Собр. 84
Б-1-72

FILED
APR 27 7 55 AM '73
FALLAHSSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

of

SHAW-ROSS IMPORTERS, INC.,
a Florida corporation

SHAW-ROSS IMPORTERS, INC., a Florida corporation,
under its corporate seal and the hands of its President,
Harvey R. Chaplin, and its Secretary, Arlene Chaplin, hereby
certify that:

1. The Board of Directors of said corporation,
at a special meeting held on the 15th day of August, 1972,
adopted the following resolutions:

"IT IS RESOLVED that Article III of the
Certificate of Incorporation be amended,
changed, and altered so as to read as
follows:

"The maximum number of shares of
stock that this corporation is
authorized to have outstanding at
any one time is one hundred (100)
shares of common stock having a
nominal or par value of One Hundred
Dollars (\$100.00) per share."

SEP 21 7 53 AM '73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

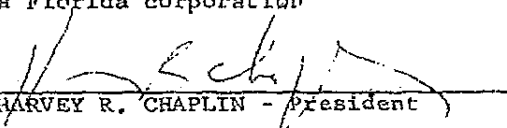
FILED

SHAW-ROSS IMPORTERS, INC.,
a Florida corporation

The meeting of the sole stockholder of the corporation called by the Board of Directors as aforesaid was held on the 15th day of August, 1972 and at said Special Meeting of the sole stockholder, Harvey R. Chaplin, said Amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of the sole stockholder.

IN WITNESS WHEREOF said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunder to affixed and attested by its Secretary, this 15th day of August, 1972.

SHAW-ROSS IMPORTERS, INC.,
a Florida corporation


HARVEY R. CHAPLIN - President

ATTEST:


ARLENE CHAPLIN - Secretary

SEP 27 7 53 AM '73
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

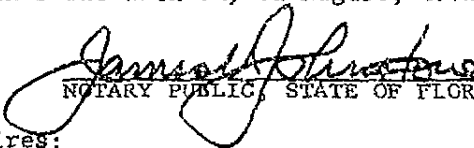
FILED

SHAW-ROSS IMPORTERS, INC.
a Florida corporation

STATE OF FLORIDA)
COUNTY OF DADE) ss.

ON THIS DAY personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, HARVEY R. CHAPLIN, President and ARLENE CHAPLIN, Secretary of SHAW-ROSS IMPORTERS, INC., a Florida corporation, and they acknowledged that they executed the above and foregoing CERTIFICATE TO ARTICLES OF INCORPORATION as such officers for and on behalf of said corporation after having been duly authorized to do so.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this the 15th day of August, 1972.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

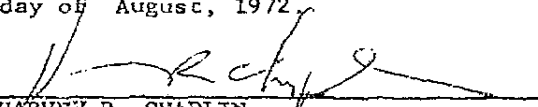
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP 2 1973
TALLAHASSEE, FLORIDA

FILED
SEP 27 7 53 AM '73
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CALL AND WAIVER OF SPECIAL MEETING OF
SHAW-ROSS IMPORTERS, INC.

WE, THE UNDERSIGNED, being all of the Directors of
SHAW-ROSS IMPORTERS, INC., a Florida corporation, hereby call
a Special Meeting of the Directors of said corporation to be
held at the office of said corporation at 1600 N.W. 163rd
Street, Miami, Florida, at 10:00 a.m., in the forenoon, on
the 15th day of August, 1972, for the purpose of transacting
any and all business pertaining to the affairs of the corpora-
tion and we hereby waive all statutory and By-Law requirements
as to notice of time, place, and object of said meeting and
agree to the transaction of any and all business pertaining
to the affairs of the corporation at such meeting.

DATED this 15th day of August, 1972.


HARVEY R. CHAPLIN

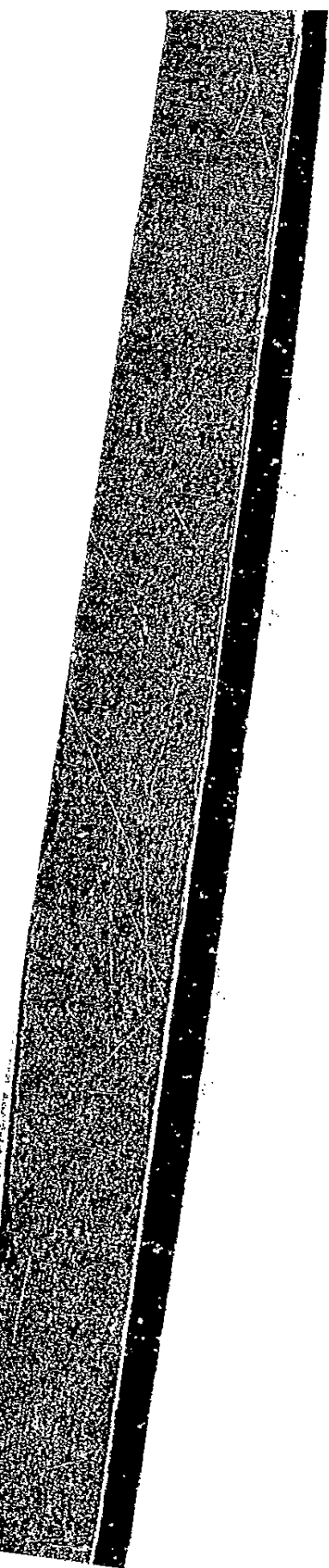

ARLENE CHAPLIN


SIDNEY CHAPLIN


VICTOR J. DEROBERTIS

SEP 27 7 53 AM '73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



978 503

CORPORATE PRIVILEGE TAX RETURN FOR FOREIGN AND DOMESTIC CORPORATIONS

State of Florida
DEPARTMENT OF REVENUE Refer to This Number
Tallahassee, Florida in All Correspondence

Taxable Period
7-1-71 through 12-31-71
Delinquent if filed after
11-1-71

C-350978

DEC-14-71 76570 KS 3 509785-CK-

3750

1. SHAW-ROSS IMPORTERS, INC. 2. 59-1285786
(Give exact name of corporation) Employer ID #
3. a. 1600 N.W. 168th Street Miami Dade Florida 33169
(Street Address of Home Office) (City) (County) (State) (Zip)
- b. _____
(Mailing Address if other than Home Office)
4. a. Robert Kimmelman President Washington, D.C.
(Officers Names) (Title) (Street Address)
- b. Arlene Chaplin Secretary Bay Harbor Islands, Fla.
- c. Sidney Chaplin Vice Pres Miami Beach, Fla.
- d. Elizabeth Wilcox Asst Secy Miami, Fla.
5. a. Arlene Chaplin Bay Harbor Islands, Fla.
(Directors, Trustees or Managers) (Street Address)
- b. Sidney Chaplin Miami, Fla.
- c. Victor J. DeRobertis New York, N.Y.
- d. _____
6. _____
(Resident Agent Name) (Street Address)

7. Last meeting of Directors _____ 8. Corporation Active? Yes If inactive,
(Month - Day - Year) (Yes or No) 9. inactivity began _____
(Month - Day - Year)
- General Nature
10. of Business _____ 11. Date Incorporated 8-19-69 If foreign corporation,
(Month - Day - Year) 12. Date Qualified in Fla. _____
(Month - Day - Year)

13. Capital Stock:

Class or Type	Par or Stated Value	Shares Authorized	Number	Shares Issued	Book Value
(a) Common	100.00	10	10	8	1,000.00
(b) _____	_____	_____	_____	8	_____
(c) _____	_____	_____	_____	8	_____
(d) _____	_____	_____	_____	8	_____
(e) Total Book Value of Stock Issued	_____	_____	_____	8	1,000.00

14. If you do not have capital stock, describe the general rules applicable to all members by which the property rights and interests of each are determined _____

15. Close of annual accounting period for this return December 31, 1970. (See General Instructions)

16. I/We declare that all Florida documentary stamp taxes applicable to corporate stock transactions for the 12 month period ending June 30, 1971 have been paid as required under Chapter 201, Florida Statutes, and I/we further declare that this return is true and correct.

[Corporate Seal]

Shaw-Ross Importers, Inc.
(Corporation Name)

Attest: Elizabeth L. Wilcox
Secretary or
Assistant Secretary

By: Sidney Chaplin
President or Vice President

Send Original Copies (with Remittance) TO THE DEPARTMENT OF REVENUE, TALLAHASSEE, FLORIDA
Send Department of State Copy To The Department of State, Tallahassee, Florida

REMOVE PERFORATED EDGES FROM BOTH SIDES AND READ INSTRUCTIONS ON BACK OF PAGE 1 OF ORIGINAL

REMOVE PERFORATED EDGES FROM BOTH SIDES AND READ INSTRUCTIONS ON BACK OF PAGE 1 OF ORIGINAL

APPROVED
1971

Corporation Report and Tax Return for Foreign and Domestic Corporations

CAR.D.C. 1100

0101954

State of Florida
DEPARTMENT OF REVENUE
Tallahassee, Florida

Refer to This Number
in All Correspondence
28-08-5-38097R
08/19/69

This return is due
on July 1
1971

SHAW-ROSS IMPORTERS INC
1600 N W 163RD STREET
MIAMI FLA 33169

JUN-18-71 937807 JH 3 500782 CK 20.00

1. SHAW-ROSS IMPORTERS, INC. (Give exact name of corporation)		2. Wholesale Liquor (General nature of business)	
3. 1600 N.W. 163rd Street (Street or Post Office Box of principal place of business)		Miami, (City)	Dade, (County)
4. Robert Kimmelman (Officers Name)		President (Title)	Washington, D.C. (Address)
b. Arlene Chaplin		Secretary	Bal Harbor, Fla.
c. Sidney Chaplin		Vice Pres	Miami Beach, Fla.
d. Elizabeth Wilcox		Vice Pres	Miami, Fla.
5. Arlene Chaplin (Directors Name) (Law requires at least (3) three)		Bal Harbor, Fla. (Address)	
b. Sidney Chaplin		Miami Beach, Fla.	
c. Elizabeth Wilcox		Miami, Fla.	
d. VICTOR J. DERBERTIS		NEW YORK, N.Y.	
6. (Resident Agent Name)		(Address)	
7. Last meeting of Directors (Month - Day - Year)	8. Corporation Active? <u>Yes</u> (Yes or No)	9. If inactive, inactivity began (Month - Day - Year)	
10. If inactive, will corporation begin business in the future? (Yes or No)	11. Date Incorporated <u>8-19-69</u> (Month - Day - Year)	12. Date Qualified in Fla. (Month - Day - Year)	
13. Total Authorized Capital Stock: 10 (No. of shares with par value) \$ 100.00 (Par value each) 10 (No. of shares without par or nominal value) (Par value each)		14. Outstanding Capital Stock: (issued) (a) 10 (No. of shares with par value) \$ 100.00 (Par value each) \$ 1,000.00 (Total value) (b) (No. of shares with par value) (Par value each) (Total value) (c) (No. of shares without par or nominal value) (Total actual value) (d) Total (a) + (b) + (c) \$ 1,000.00 (Total value)	
15. Amount of tax Due \$ 20.00		19. If foreign corporation, give amount of capital employed in Florida. \$	
16. Less Credit		20. If foreign corporation, give the number of States in which you do business.	
17. Penalty and Interest (see instructions) \$			
18. Amount of tax remitted with this return \$ 20.00			
21. We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.			
By President or V-President		Attest: Secretary	
STATE OF FLORIDA			
COUNTY OF DADE			

Personally appeared before me SIDNEY CHAPLIN
who deposes and says that he executed this certificate for and in behalf of said corporation and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 14th day of JUNE 1971.

(Notary Seal)

Signature of Notary Public

FORM DR-105

Send Original (with Remittance) TO THE DEPARTMENT OF REVENUE, TALLAHASSEE, FLORIDA
Send First Copy to The Department of State, Tallahassee, Florida

(SEE INSTRUCTIONS ON BACK OF LAST COPY)

ORIGINAL

REVIEW

Corporation Report and Tax Return for Foreign and Domestic Corporations

CAR D.C. 1100

State of Florida
DEPARTMENT OF REVENUE

SECOND NOTICE, YEAR(S) **** 1970 ****

Refer to This Number
in All Correspondence

This return is due
on July 1

SHAW-ROSS IMPORTERS INC
1600 N W 163RD ST
MIAMI FLA 33169

23-08-G-350978

1970

NOV-11-71 44688 JN 3 509785-CK --

20.00

1. <u>SHAW-ROSS IMPORTERS, INC.</u> (Give exact name of corporation)		2. <u>Wholesale Liquor</u> (General nature of business)																			
3. <u>1600 N.W. 163rd Street</u> (Street or Post Office Box of principal place of business)		<u>Miami</u> (City)	<u>Dade, Florida 33169</u> (County) (State)																		
4. <u>Robert Kimmelman</u> (Officers Name)		<u>President</u> (Title)	<u>Washington, D.C.</u> (Address)																		
<u>b. Arlene Chaplin</u>		<u>Secretary</u>	<u>Bay Harbour, Fla.</u>																		
<u>c. Sidney Chaplin</u>		<u>Vice Pres</u>	<u>Miami Beach, Fla.</u>																		
<u>d. Elizabeth Wilcox</u>		<u>Asst. Secy</u>	<u>Miami, Fla.</u>																		
5. <u>Arlene Chaplin</u> (Directors Name) (Law requires at least (3) three)		<u>Bay Harbor, Fla.</u> (Address)																			
<u>b. Sidney Chaplin</u>		<u>Miami Beach, Fla.</u>																			
<u>c. Victor J. DeRobertis</u>		<u>New York, N.Y.</u>																			
<u>d.</u>																					
6. <u>(Resident Agent Name)</u>		<u>(Address)</u>																			
7. Last meeting of Directors <u>(Month - Day - Year)</u>		8. Corporation Active? <u>Yes</u> 9. If inactive, inactivity began <u>(Month - Day - Year)</u>																			
10. If inactive, will corporation begin business in the future? <u>(Yes or No)</u>		11. Date Incorporated <u>8-19-69</u> 12. Date Qualified in Fla. <u>(Month - Day - Year)</u>																			
13. Total Authorized Capital Stock: <table border="1"> <tr> <td><u>10</u> (No. of shares with par value)</td> <td><u>\$ 100.00</u> (Par value each)</td> </tr> <tr> <td><u></u> (No. of shares with par value)</td> <td><u></u> (Par value each)</td> </tr> <tr> <td><u></u> (No. of shares without par or nominal value)</td> <td><u></u> (Total actual value)</td> </tr> </table>		<u>10</u> (No. of shares with par value)	<u>\$ 100.00</u> (Par value each)	<u></u> (No. of shares with par value)	<u></u> (Par value each)	<u></u> (No. of shares without par or nominal value)	<u></u> (Total actual value)	14. Outstanding Capital Stock: (issued) <table border="1"> <tr> <td><u>(a) 10</u> (No. of shares with par value)</td> <td><u>\$ 100.00</u> (Par value each)</td> <td><u>\$ 1,000.00</u> (Total value)</td> </tr> <tr> <td><u>(b)</u> (No. of shares with par value)</td> <td><u></u> (Par value each)</td> <td><u></u> (Total value)</td> </tr> <tr> <td><u>(c)</u> (No. of shares without par or nominal value)</td> <td><u></u> (Total actual value)</td> <td><u></u></td> </tr> <tr> <td colspan="2"><u>(d) Total (a) + (b) + (c)</u></td> <td><u>\$ 1,000.00</u> (Total value)</td> </tr> </table>		<u>(a) 10</u> (No. of shares with par value)	<u>\$ 100.00</u> (Par value each)	<u>\$ 1,000.00</u> (Total value)	<u>(b)</u> (No. of shares with par value)	<u></u> (Par value each)	<u></u> (Total value)	<u>(c)</u> (No. of shares without par or nominal value)	<u></u> (Total actual value)	<u></u>	<u>(d) Total (a) + (b) + (c)</u>		<u>\$ 1,000.00</u> (Total value)
<u>10</u> (No. of shares with par value)	<u>\$ 100.00</u> (Par value each)																				
<u></u> (No. of shares with par value)	<u></u> (Par value each)																				
<u></u> (No. of shares without par or nominal value)	<u></u> (Total actual value)																				
<u>(a) 10</u> (No. of shares with par value)	<u>\$ 100.00</u> (Par value each)	<u>\$ 1,000.00</u> (Total value)																			
<u>(b)</u> (No. of shares with par value)	<u></u> (Par value each)	<u></u> (Total value)																			
<u>(c)</u> (No. of shares without par or nominal value)	<u></u> (Total actual value)	<u></u>																			
<u>(d) Total (a) + (b) + (c)</u>		<u>\$ 1,000.00</u> (Total value)																			

Amount of tax due 20.00

15. Less Credit

16. Memo if any

17. Penalty and Interest (see instructions)

18. Amount of tax remitted with this return 20.00 SUPP. 220

19. If foreign corporation, give amount of capital employed in Florida.

20. If foreign corporation, give the number of States in which you do business.

21. We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.

By Sidney Chaplin
President or V-President

STATE OF Florida
COUNTY OF Dade

Personally appeared before me Sidney Chaplin
who deposes and says that he executed this certificate for and in behalf of said corporation and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 3RD day of November 1971

(Notary Seal)

Signature of Notary Public in and for the State of Florida
MY COMMISSION EXPIRES FEB. 21, 1972

6 7 8 9 0 5 N

3-5097

copy

3-50978 (b)

SHAW-ROSS IMPORTERS, INC.

AMENDMENT

INC CAP STK TO:

1,000,000 sh COM AT \$1.10

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by dg, on 6-26-74

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

Wicker, Smith, Pyska, Esq.
10th Floor Biscayne Bldg
19 West Flagler Street
Miami, FL 33130

ATT: JAMES V. JOHNSTONE

Subject: SHAW-ROSS IMPORTERS, INC.

904/488-3140

(TWX) 810/931-8677

Please refer to this number for future correspondence
regarding this corporation

July 8, 1974

A refund for \$40. is enclosed for the reason checked:

1. ☐ Withdrawal of charter.
2. ☐ Overpayment of filing fee.
3. ☐ Charter not of record in this office.
4. ☐ Overpayment of certification fee.
5. ☐ Filing fee previously paid.
6. ☐ No fee required.
7. ☐ No response to our letter of _____
8. ☒ Overpayment of charter tax.
9. ☐ Comments:

If you have any questions regarding this matter, please
let us know.

corp-77

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

Date	Validation No.	Machine No.	Dept. No.	Amount
6-12-74	95200	2	5	\$4.00
dg	Requested by: <u>Nettie J. Stone</u> Authorized Signature			

For use by Fiscal Department

Paid by Revolving Fund Check No. _____

gen-1

dated _____ amount _____

1-7-74

LAW OFFICES

WICKER, SMITH, PYSZKA, BLONQVIST & DAVANT

10TH FLOOR BISCAYNE BUILDING

12 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TO CALL OTHER OFFICE FROM MIAMI AREA DIAL
358-2411

JOSE Q. WICKER
JAMES A. SMITH
GERARD E. PYSZKA
ERIK J. BLONQVIST, JR.
FRED C. DAVANT
CHARLES T. KESSLER
LELAND E. STANSELL, JR.
JOHN T. MCNATH
W. L. ADAMS
RONALD L. NAPIER
G. VICTOR TUTAN
MELVIN C. ALDREDGE
JAMES H. GRAY, JR.
RONALD E. SOLOMON
PHILIP ALOAN ANDERSON
CHARLES E. KELLEY
ALBERT R. HARBECY, III
GUY M. JUNGNER

FORT LAUDERDALE OFFICE.
CHARLES T. KESSLER, RESIDENT PARTNER
100 BLACKSTONE BUILDING
777 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33318
TO CALL OTHER OFFICE FROM MIAMI AREA DIAL
522-8593

May 8, 1974

REPLY TO: Miam.

Department of State
Corporate Division
Tallahassee, Florida

Gentlemen:

Please record the enclosed Certificate of Amendment
Certificate of Incorporation.

Enclosed please find a check in the amount of \$415.00

Thank you for your assistance.

Very truly yours,

JAMES V. JOHNSTONE

ah

Enc.

JUN 26 8 34 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PAYMENT TAX	
C. TAX	4.00
FILING	15
C. COPY	10
A. A. FEE	
P. FEE	
FEES	
TOTAL	415
BALANCE DUE	
REFUND	415.00

validated
& no
CTA360

TH

LAW OFFICES

WICKER, SMITH, PYSZKA, BLOMOVIST & DAVANT

10TH FLOOR BISCAYNE BUILDING

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TO CALL EITHER OFFICE FROM MIAMI AREA DIAL
368-2411

June 10, 1974

FORT LAUDERDALE OFFICE:
CHARLES T. KESSLER, RESIDENT PARTNER
100 BLACKSTONE BUILDING
707 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33310

TO CALL EITHER OFFICE FROM FORT LAUDERDALE AREA DIAL
522-8583

IOUS G. WICKER
JAMES A. SMITH
GERARD E. PYSZKA
ERIK J. BLOMOVIST, JR.
FRED C. DAVANT
CHARLES T. KESSLER
LELAND E. STANSSELL, JR.
JOHN F. MCNATH
W. L. ADAMS
G. VICTOR TUTAN
RONALD E. SOLOMON
CHARLES E. KELLEY
ALBERT P. HASSEY, III
GUY M. JUNGER
JAMES V. JOHNSTONE
JACKSON F. MCCOY
MARC A. KAUFMAN
DENNIS M. O'HARA

Department of State
Corporate Division
Tallahassee, Florida

REPLY TO: Miami Office

Gentlemen:

Please record the enclosed Waiver of Notice of Special Meeting of the Board of Directors and Stockholders of Shaw-Ross Importers, Inc., a Florida corporation.

Enclosed please find a check in the amount of \$10.00.

Thank you for your assistance.

Very truly yours,

James V. Johnstone
JAMES V. JOHNSTONE

JVJ/g
Enc: 4 pages.

FILED
JUN 26 8 34 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRIVILEGE TAX	
C. TAX	
FILING	10
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	10
BALANCE DUE	10
REFUND	



RICHARD (DICK) STONE
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304
(904) 488-3918

June 27, 1974

904/488-2140

(TWX) 810/821-3877

Please refer to this number for future correspondence
regarding this corporation

James V. Johnstone, Esq.
10th Floor Biscayne Building
19 West Flagler Street
Miami, Fla. 33130

JUN 26 8 34 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Subject: SHAW-ROSS IMPORTERS, INC.

Returned XX, Pending . Check acknowledged \$415.00.

1. NAME IS NOT AVAILABLE.
2. Our records show no corporation by this name. Please advise if a refund is desired.
3. BALANCE DUE:
4. The president or vice-president must sign and their signature must be notarized.
5. The secretary or assistant-secretary must sign the amendment.
6. XX The corporate seal must be affixed.
7. Notary public's acknowledgement is incomplete.
8. The amendment must contain a statement of approval of the stockholders and directors.
9. The amendment must clearly state that all persons signing do constitute ALL the stockholders and directors.
10. The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only".
11. Our records reflect the correct spelling of the corporate name to be as follows. Please correct wherever this appears.
12. The attached corporation report(s) must be completed and returned before filing can be accomplished.
13. The copy must be legible for microfilm purposes.
14. The below listed corporation was dissolved
Reinstatement must be accomplished before filing can be completed.

Balance Due:

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By *Nettie F. Sims*
Nettie F. Sims, Chief
Bureau of Corporation Records

NFS/x1

Corp 40
1-1-74

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

FILED

JUN 26 8 34 AM '74

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shaw-Ross Importers, Inc., a Florida corporation, under
its corporate seal and the hands of its President, Harvey R.
Chaplin, and Secretary, Elliot W. Dinnerstein, hereby certifies
that:

1. The Board of Directors of said Corporation, at a
meeting called and held on January 2, 1974, adopted the following
resolutions:

- 1) Now, therefore, be it resolved that this Corporation
unanimously adopts the Agreement and Plan of
Reorganization.
- 2) That in order to carry out each and every part of said
Agreement and Plan of Reorganization, Shaw-Ross, through
its President and Chairman of the Board, Harvey R.
Chaplin, is hereby authorized and empowered to carry out
the following acts:
 - A) File a Second Amendment to the Articles of Incorporation of this Corporation with the Secretary of State of the State of Florida, increasing the capitalization of Shaw-Ross Importers, Inc., from the present 100 shares of common stock, having a nominal or par value of \$100 per share, to a total of 1,000,000 shares of capital stock, having a nominal or par value of \$0.10 per share.
 - B) In addition, Shaw-Ross shall issue capital common stock in the following portions to the following individuals:
 - 1- 650,000 to Harvey R. Chaplin in lots of
5,000 shares per certificate.
 - 2- 250,000 to Jay W. Weiss in lots of 5,000 shares
per certificate.
 - 3- 100,000 to Elliot W. Dinnerstein in lots of
5,000 shares per certificate.


II. The meeting of the stockholders of the Corporation called by the Board of Directors, as aforesaid, was held on January 2, 1974, at 2:00 o'clock in the afternoon, and at said Special Meeting of the stockholders, said Amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the stockholders.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name, by its President, and its Corporate Seal to be hereunto affixed, and attested by its Secretary, this 2nd day of January, 1974.

SHAW-ROSS IMPORTERS, INC.,
a Florida corporation.

ATTEST:


ELLIOT W. DINNERSTEIN
Secretary

By 
HARVEY R. CHAPLIN
President

STATE OF FLORIDA)
COUNTY OF DADE) :

CORPORATE SEAL

ON THIS DAY, personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgments of deeds, HARVEY R. CHAPLIN, President of Shaw-Ross Importers, Inc., a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer, for and on behalf of said Corporation, after having been duly authorized so to do. _____

WITNESS my hand and official seal at Miami, Dade County, Florida, this 2 day of January, 1974.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT - 4864
MY COMMISSION EXPIRES SEP. 9, 1977
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS


JAMES V. JOHNSTONE, NOTARY PUBLIC

RICHARD (DICK) STONE
Secretary of State
THE CAPITOL
TALLAHASSEE, FLA.
32304

STATE OF FLORIDA
DEPARTMENT OF STATE
PRIVILEGE TAX RETURN
FOR CORPORATIONS & OTHER ENTITIES

BLK. RT.
U.S. POSTAGE
PAID
TALLAHASSEE, FLA.
PERMIT #88

350978-23-08 08/19/69

SHAW-ROSS IMPORTERS INC
1600 N.W. 163RD ST
MIAMI FLA

33169

ADDRESS CORRECTION REQUESTED

131640

FEB 28 1970 339200 *****5.00

DATE DUE: JAN. 1, 1972

DATE DELINQUENT: MAR. 1, 1972

PLEASE TYPE

Change Mailing Address to: _____

Zip _____

(Exact Corporate Name)

Fed. Emp. I.D. No.

1. SHAW-ROSS IMPORTERS, INC.

2. 59-1285786

(Street Address of Principal Office in Fla.)

(City)

(County)

(State)

(Zip)

3. 1600 N.W. 163RD ST. MIAMI DADE FLORIDA 33169

(Officers Name)

(Title)

(Street Address)

(City)

4.(a) HARVEY R. CHAPLIN PRESIDENT BAY HARBOR ISLANDS FLA

(b) ARLENE CHAPLIN SECTY-TREAS BAY HARBOR ISLANDS FLA

(c) SIDNEY CHAPLIN VICE PRES MIAMI BEACH FLA

(d) PHIL CANSOLE ASST SECT HOLLYWOOD FLA

(Director, Trustee, Managers)

(Street Address)

(City)

5.(a) HARVEY R. CHAPLIN BAY HARBOR ISLANDS FLA

(b) ARLENE CHAPLIN BAY HARBOR ISLANDS FLA

(c) SIDNEY CHAPLIN MIAMI BEACH FLA

(d) _____

(Resident Agent Name)

(Street Address)

(City)

6. _____

7. General Nature
of Business _____

8. Date Formed
or Incorporated 8/19/69

9. If Foreign Corporation,
Date Qualified in Florida _____

10. Capital Stock (or number and book value of all certificates of interest or participation):

Class or Type	Par or Stated Value	Shares Authorized	Number	Book Value
(a) <u>COMMON</u>	<u>100.00</u>	<u>10</u>	<u>10</u>	<u>\$ 1,000.00</u>
(b) _____	_____	_____	_____	<u>\$ _____</u>
(c) _____	_____	_____	_____	<u>\$ _____</u>
(d) _____	_____	_____	_____	<u>\$ _____</u>
(e) Total Book Value of Stock (Certificates) Issued	_____	_____	_____	<u>\$ 1,000.00</u>

11. If you do not have Capital Stock, describe the general rules applicable to all members by which the property rights and interests of each are determined _____

12. Close of annual accounting period for this return 12/31/71

13. I/We declare that all Florida documentary stamp taxes applicable to corporate stock (or certificates of interest or participation) transactions for the 12 month period ending Dec. 31 have been paid as required under Chapter 201, Florida Statutes, and I/We further declare that this return is true and correct.

(Corporate Seal)

SHAW-ROSS IMPORTERS INC.

Attest: _____

Secretary or Assistant Secretary

By: _____

President or Vice President

Return Original (with Tax Payment) to DEPARTMENT OF STATE
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

READ INSTRUCTIONS ON BACK

PRIVILEGE TAX PROFIT ENTITIES \$5.00
NON-PROFIT ENTITIES \$2.00

READ INSTRUCTIONS ON BACK

PRIVILEGE TAX PROFIT ENTITIES \$5.00
NON-PROFIT ENTITIES \$2.00

RICHARD (DICK) STONE
SECRETARY OF STATE
The Capitol
Tallahassee, Florida 32304

ATTENTION

This is your statutory reminder notice pursuant to F.S. 601.241 to properly complete and mail to us this Annual Report.

State of Florida
Department of State
ANNUAL REPORT
for Corporations and Other Entities



FIRST-CLASS
MAIL
U.S. POSTAGE
PAID BY
PERMIT 616

ADDRESS CORRECTION
REQUESTED

DATE DUE: JAN. 1, 1973
DATE DELINQUENT: MAR. 1, 1973

Please refer to this number for future correspondence regarding this corporation

N	350978-23-06	08/19/69
AC	SHAW-ROSS IMPORTERS INC	
	1600 N.W. 163RD ST	
	MIAMI, FLA	
CI	33169	

68 279

PLEASE TYPE 171 *****5.00

CHANGE MAILING ADDRESS TO

1. SHAW-ROSS IMPORTERS, INC.
(Exact Corporate Name)

2. 59-1285876
Fed. Emp. I.D. No.

3. 1590 N.W. 163rd Street Miami Dade Florida 33169
(Street Address of Principal Office in Fla.) (City) (County) (State) (Zip)

(Officers Names)	(Title)	(Street Address)	(City)	(State)
4. (a) <u>Harvey R. Chaplin</u>	<u>President</u>	<u>9930 Broadview</u>	<u>Bay Harbor Is, Fla</u>	
(b) <u>Sidney Chaplin</u>	<u>Vice Pres.</u>		<u>No. Miami Bch, Fla.</u>	
(c) <u>Arlene H. Chaplin</u>	<u>Secy-Treasurer</u>	<u>Same as Harvey R. Chaplin</u>		
(d) <u>Philip J. Consolo</u>	<u>Ass't Secretary</u>	<u>1251 N.W. 175th St.</u>	<u>Miami, Florida</u>	

(Directors, Trustees, Managers)	(Street Address)	(City)	(State)
5. (a) <u>Harvey R. Chaplin</u>	<u>Same as above</u>		
(b) <u>Arlene Chaplin</u>	<u>Same as above</u>		
(c) <u>Sidney Chaplin</u>	<u>Same as above</u>		
(d)			

(Florida Resident Agent Name)	(Florida Street Address)	(City)	(Zip)
6. <u>Sidney Chaplin</u>	<u>Same as above</u>		

7. General Nature of Business
See page 2

8. Date Formed or Incorporated 8 / 19 / 69
MO DA YR

9. If Foreign Corporation, Date Qualified in Florida / /
MO DA YR

10. Capital Stock (or number and book value of all certificates of interest or participation):

Class or Type	Par or Stated Value	Shares Authorized	Number	Book Value
(a) <u>Common</u>	<u>100</u>	<u>100</u>	<u>34</u>	<u>\$ 3,400</u>
(b)				
(c)				

11. If you do not have Capital Stock, describe the general rules applicable to all members by which the property rights and interests of each are determined

12. Fiscal close of accounting period 8 / 73
MO DA YR

13. I/WE declare that all Florida documentary stamp taxes applicable to corporate stock (or certificates of interest or participation) transactions for the 12 month period ending Dec. 31, 1972 have been paid as required under Chapter 201, Florida Statutes, and I/WE further declare that this report is true and correct.

(Corporate Seal)
Attest: Philip J. Consolo
Secretary or Assistant Secretary

SHAW-ROSS IMPORTERS, INC.
(Corporate Name)
By: Sidney Chaplin
President or Vice President

Return Original (with Filing Fee) to DEPARTMENT OF STATE
DRAWER 18
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

READ INSTRUCTIONS ON BACK

FILING FEE PER PROFIT ENTITY \$6.00
PER NON-PROFIT ENTITY \$2.00

1350978
DATE INC. OR IF FOREIGN
DATE QUALIFIED IN FLA.

ANNUAL REPORT
FOR CORPORATIONS AND
OTHER ENTITIES

VALIDATION AREA - DO NOT WRITE IN THIS SPACE
V# 30-74 2 155*****00

SHAW ROSS IMPORTERS INC.
1590 N.W. 113 ST.
MIAMI FLA 33169

SECRETARY OF STATE
RICHARD (DICK) STONE
P.O. BOX 5327
TALLAHASSEE, FLA. 32301

DUE JAN 1, DELINQUENT JULY 1, CORP. ANNUAL REPORT PAGE 1

FED. EMP. I.D. NO. SIC CODE (SEE PAGE 4)

59-1255786 53 SIC CODE 5180 (SEE PAGE 4)

RESIDENT AGENT

OFFICERS/DIRECTORS NAMES CITY / STATE

OFFICERS/DIRECTORS

STREET ADDRESS TITLE

350978 FISCAL CLOSE OF ACCOUNTING PERIOD

1590 N.W. 113 ST. STREET

PRIMARY STOCK PAR VALUE

1590 N.W. 113 ST. STREET

DECLARE THAT ALL FLORIDA DOCUMENTARY STAMP TAXES APPLICABLE TO CORPORATE STOCK (OR CERTIFICATES OF INTEREST OR PARTICIPATION) TRANSACTIONS DURING THE PREVIOUS YEAR HAVE BEEN PAID AS REQUIRED BY CHAPTER 201, FLORIDA STATUTES. I FURTHER DECLARE THAT I AM THE AUTHORIZED PERSON TO SIGN THE REPORT FOR THIS ENTITY AND THAT IT IS TRUE AND CORRECT.

1590 N.W. 113 ST. STREET

3-50778 C FILED
STATE OF FLORIDA
DEPARTMENT OF STATE

JAN 21 7 47 AM 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Shaw-Ross Importers, Inc.

a corporation duly organized and existing under the laws of the State of Florida
with its principal office, as indicated in the articles of incorporation at City of Miami
County of Dade State of Florida
has named James V. Johnstone
located at 1600 N. W. 163rd Street
(Street address and number of building. P.O. Box address not acceptable)
City of Miami County of Dade

State of Florida, as its agent to accept service of process within this state.

OFFICERS:	AFFIX TITLES:	SPECIFIC ADDRESS
	NAME President,	Bay Harbor
Harvey R. Chaplin, Chairman, Director		9930 W. Broadview Drive, Island
Jay W. Weiss, Sr. V.P., Director		3600 Granada Blvd., Coral Gables
	Exec., V.P.	
Elliot W. Dinnerstein, Director, Secy.		7980 S.W. 144th Street, Miami
Herbert S. Joseph, Asst. Secretary		3711 Anderson Road, Coral Gables

DIRECTORS:	SPECIFIC ADDRESS
Harvey R. Chaplin	9930 W. Broadview Dr., Bay Harbor Island
Jay W. Weiss	3600 Granada Blvd., Coral Gables
Elliot W. Dinnerstein	7980 S. W. 144th Street, Miami

By Herbert S. Joseph
(Corporate Officer)
Herbert S. Joseph

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By James V. Johnstone
(Resident Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

Filing Fee: \$3.00
corp-23

No pending



Dorothy W. Glisson
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITAL
TALLAHASSEE 32304

January 21, 1975

904/488-3140
(TWN) 810/931-3677
Please refer to this number for future correspondence regarding this corporation.

James V. Johnstone, Esq.
19 W. Flagler St.
Miami, Fla. 33130

Subject: SHAW-ROSS IMPORTERS, INC.

A refund for \$ 7.00 is enclosed for the reason checked:

1. ☐ Withdrawal of charter.
2. ☒ Overpayment of filing fee.
3. ☐ Charter not of record in this office.
4. ☐ Overpayment of certification fee.
5. ☐ Filing fee previously paid.
6. ☐ No fee required.
7. ☐ No response to our letter of _____.
8. ☐ Overpayment of charter tax.
9. ☐ Comments:

If you have any questions regarding this matter, please let us know.

corp-77

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

4/8/74	98700	2	7	\$10.00
Date	Validation No.	Machine No.	Dept. No.	Amount
Requested by: _____				
Authorized Signature _____				

For use by Fiscal Department
Paid by: Revolving Fund Check No. _____

gen-1

dated _____ amount _____

1-7-74

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By James V. Johnstone
(President/Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when Corporation has changed its place of business or agent or changed its officers and/or directors.

-Filing Fee: 33.00-

corp-23

no pending

LAW OFFICES

WICKER, SMITH, PYSZKA, BLONQVIST & DAVANT

WICKER
JAMES A. SMITH
GERARD C. PYSZKA
ERIN J. BLONQVIST, JR.
FRED C. DAVANT
CHARLES T. KESSLER
LELAND E. STANSELL, JR.
JOHN F. McNATH
W. L. ADAMS
RONALD L. NAPIER
G. VICTOR TUTT
MELVIN C. ALDREDGE
JAMES H. GRAY, JR.
RONALD E. SOLOMON
PHILIP SLOAN ANDERSON
CHARLES E. KELLEY
ALBERT P. HASSEY, III
GUY M. JUNGES

10TH FLOOR BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TO CALL EITHER OFFICE FROM MIAMI AREA DIAL
358-2411

FORT LAUDERDALE OFFICE:
CHARLES T. KESSLER, RESIDENT PARTNER
100 BLACKSTONE BUILDING
707 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301

TO CALL EITHER OFFICE FROM FORT LAUDERDALE AREA DIAL
522-8593

April 1, 1974

Honorable Richard Stone
Secretary of State
Capital Building
Tallahassee, Florida

REPLY TO: Miami Office

Gentlemen:

Please record and send me a certified copy of this
Amendment of Certificate of Incorporation.

Enclosed is \$10.00 for this purpose.

Very truly yours,

James V. Johnstone
JAMES V. JOHNSTONE
For the Firm

JVJ/g
Enc: 2

DATE	
FILE	
C. OF	10
F. & FEE	
P. COPY	
SEARCH	10
TOTAL	
BALANCE DUE	
REFUND	

(Corporate Officer) *H*
Herbert S. Joseph

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By *James V. Johnstone*
(Resident Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

Filing Fee: \$5.00
corp-23

no pending

ANNUAL FILING FEES \$1.00 - PROXY CLERK \$2.00 - NON-PROFIT CORP.		CORPORATION ANNUAL REPORT		FILE - JAN. 1 DELINQUENT - JULY 1 VALIDATION AREA - DO NOT WRITE IN THIS SPACE																													
NEW THIS FORM RETURN TO: SECRETARY OF STATE THE CAPITOL TALLAHASSEE, FLORIDA 32304	(1) 350978 <small>CHARTER NUMBER</small>	(6) 6	(2) 08/19/1969 <small>DATE INC. OR IF FOREIGN DATE QUALIFIED IN FLA.</small>	(3) 5180 <small>SEC. ENVELOPE BACK</small>	(4) 1974 <small>YEAR OF LAST REPORT FILED IN THIS OFFICE</small> (5) 1975 <small>YEAR(S) THIS REPORT COVERS</small>																												
(4) FED EMPLOYER ID. NO. 59-1285876		(5) FISCAL CLOSE OF ACCOUNTING PERIOD (MO) 08		(38) CHANGE TO:																													
(48) CHANGE TO:																																	
(6) SHAW-ROSS IMPORTERS INC <small>EXACT NAME</small>																																	
(7) CHAPLIN, HARVEY R. <small>RESIDENT AGENT AND STREET ADDRESS</small> 9930 BROADVIEW BAY HARBOR ISLAND, FL																																	
(8) SHAW-ROSS IMPORTERS INC <small>ADDRESS</small> 1590 N. W. 163RD STREET MIAMI, FLA 33169																																	
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(10) 1000 SHARES @ \$10.00 <small>CAPITAL STOCK (OR NUMBER & BOOK VALUE OF ALL CERTIFICATES OF INTEREST OR PARTICIPATION) CLASS OR TYPE PAR NO. PAR. OR STATED VALUE SHARES AUTHORIZED NUMBER BOOK VALUE</small>																																	
(11) 1000 <small>IF YOU DO NOT HAVE CAPITAL STOCK, DESCRIBE THE GENERAL RULES APPLICABLE TO ALL MEMBERS BY WHICH THE PROPERTY RIGHTS AND INTERESTS OF EACH ARE DETERMINED</small>																																	
I DECLARE THAT ALL FLORIDA DOCUMENTARY STAMP TAXES APPLICABLE TO CORPORATE STOCK (OR CERTIFICATES OF INTEREST OR PARTICIPATION) TRANSACTIONS DURING THE PREVIOUS YEAR HAVE BEEN PAID AS REQUIRED BY CHAPTER 201, FLORIDA STATUTES. I FURTHER DECLARE THAT I AM THE AUTHORIZED PERSON TO SIGN THE REPORT FOR THIS ENTITY AND THAT IT IS TRUE AND CORRECT. AUTHORIZED SIGNATURE: <i>Herbert S. Joseph</i> TITLE: <i>Asst. Sec.</i> TEL. NO.: <i>205-675</i> DATE: <i>2/19/75</i> <i>JS</i> <div style="text-align: right;">CORP-ARTS</div>																																	

ANY FILING FEES \$5.00—PROFIT CORP. \$5.00—NON-PROFIT CORP.	<h2 style="margin: 0;">CORPORATION ANNUAL REPORT</h2>	MAR 19-76-02 10600 *****5.00																																													
REMIT THIS FORM & FILING FEE TO: DEPARTMENT OF STATE DIVISION OF CORPORATIONS THE CAPITOL TALLAHASSEE, FLORIDA 32304	DUE—JAN. 1 DELAWARE, D. JULY 1 VALIDATION AREA - DO NOT WRITE IN THIS SPACE	YEAR OF LAST REPORT FILED IN THIS OFFICE YEAR(S) THIS REPORT COVERS																																													
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⑧ TYPE CORRECTIONS IN SPACE PROVIDED BELOW. STRIKE THROUGH INCORRECT ENTRIES. CORRECTIONS MUST BE LEGIBLE. NAMES OF ALL OFFICERS AND DIRECTORS STREET ADDRESS CITY / STATE TITLES MUST BE SPECIFIED																																															
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<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> DO NOT WRITE IN THIS SPACE APPROPRIATE FILED APR 19 1976 DIVISION TALLAHASSEE, FLORIDA </div> <div style="width: 50%;"> I CERTIFY THAT I AM AN OFFICER OF THIS CORPORATION EMPLOYED TO EXECUTE THIS REPORT AS REQUIRED BY CHAPTER 607, FLORIDA STATUTES. I FURTHER CERTIFY THAT I UNDERSTAND MY SIGNATURE ON THIS REPORT SHALL HAVE THE SAME LEGAL EFFECT AS IF MADE UNDER OATH. </div> </div>																																															
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> 13/76 </div> <div style="width: 50%;"> SIGNATURE: <i>[Signature]</i> TITLE: <i>[Signature]</i> DATE: 4/27/76 </div> </div>																																															

SEE IMPORTANT DISSOLUTION NOTICE ON OTHER SIDE



STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
CORPORATION ANNUAL REPORT
1977

Bruce A. Smathers
Secretary of State
Form CDR 820

THIS REPORT MUST BE ACCOMPANIED BY A FEE OF \$5.00
TALLAHASSEE, FLORIDA

FEB 23

10 03 AM 1977

CCP - D-77 1

B22 + 4 + 4 + 4 + 5 00

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES

1. Name and Address of Corporation Principal Office:

35097B SHAW-ROSS IMPORTERS
INC
1590 N. W. 163RD STREET
MIAMI FLA 33169

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient.

Street Address

P.O. Box No.

City

State

Zip Code

3. Date Incorporated or Qualified To Do Business in Florida

08/19/1969

4. Federal Employer Identification Number (FEIN)

59-1235876

5. Date of Last Report

1976

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Director (X)	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
CHAPLIN, HARVEY R	PRES	DIR	9930 BROADVIEW	RAY HARBOR ISLAND, FL
JAYW. WEISS		DIR	3600 GRANADA BLVD.	CORAL GABLES, FL.
ELLIOT W. DIMMERSTEIN		DIR	7980 S.W. 144TH ST.	MIAMI, FL.

7. Registered Agent Information

Name
JOSEPH, HERBERT S.,
City, State and Zip Code

Street Address (Do NOT Use P.O. Box Number)
3711 ANDERSON ROAD.

If you wish to change Registered Agent on this form, enter all new information here

Name
CORAL GABLES, FL
City, State and Zip Code

Street Address (Do NOT Use P.O. Box Number)

8. An officer of the Corporation must sign this report. This report must be signed by one of the following: The President, Vice President, Secretary, Assistant Secretary or Treasurer or if the Corporation is in the hands of a receiver or trustee, shall be executed on behalf of the Corporation by the receiver or trustee.

No Other Titles Will Be Accepted. Your Report Will Be Returned If It Does NOT Bear An Authorized Signature.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath.

Typed Name of Signing Officer

H. P. Joseph

Title

Assistant Secretary

Telephone Number

625-5561

Signature


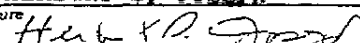
H. P. Joseph

Date

1/14/77

THIS REPORT MUST BE ACCOMPANIED BY THE \$5 FEE

THE FILING FEE FOR THE 1978 ANNUAL REPORT IS \$10.

STATE OF FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS CORPORATION ANNUAL REPORT 1978		 Bruce A. Smathers Secretary of State		APPROVED AND FILED MAY 10 10 10 AM 1978 FLORIDA DEPT. OF STATE CORPORATIONS DIVISION TALLAHASSEE, FLORIDA	
THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE (Form COR 620) 12-1-77					
READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES					
1. Name and Address of Corporation Principal Office: <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> 350978 SHAW-ROSS IMPORTERS INC 1590 N. W. 103RD STREET MIAMI FLA 33169 </div>			2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient. <div style="border: 1px solid black; padding: 2px; margin-top: 5px;"> Street Address P.O. Box No. City State Zip Code </div>		
3. Date Incorporated or Qualified To Do Business in Florida 08/19/1969			4. Federal Employer Identification Number (FEIN) 59-1285476		5. Date of Last Report 1977
6. Names and Street Addresses of Each Officer and Director					
Names of Officers and Directors	Title	Director (x)	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State	
CHAPLIN, HARVEY	DIR	x	9930 BRUNSVILLE	S.W. FA. 50K (S.W.)	
JAY W. WEISS	DIR	x	9801 COLLINS AVENUE	EAL HARBOR, FLA.	
ELLIS W. DILLERSTEIN	DIR	x	7980 S.W. 144TH ST.	MIAMI, FL.	
HERBERT S. JOSEPH	SEC.		3711 Anderson Road C. G.	Coral Gables FL.	
<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 10px auto;"> CHECKED MAY 10 1978 </div>					
7. Registered Agent Information If you wish to change Registered Agent on this form, enter all new information here		<div style="border: 1px solid black; padding: 2px;"> Name: JOSEPH, HERBERT S., City, State and Zip Code: CORAL GABLES, FL Street Address (Do NOT Use P.O. Box Number): 3711 ANDERSON RD. </div>			
		<div style="border: 1px solid black; padding: 2px;"> Name: City, State and Zip Code: </div>			
8. An officer of the Corporation must sign this report. This report must be signed by one of the following: The President, Vice President, Secretary, Assistant Secretary or Treasurer or if the Corporation is in the hands of a receiver or trustee, shall be executed on behalf of the Corporation by the receiver or trustee. No Other Titles Will Be Accepted, Your Report Will Be Returned If It Does NOT Bear An Authorized Signature. I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath.					
Typed Name of Signing Officer HERBERT S. JOSEPH		Title Assistant Secretary		Telephone Number 625-6561	
Signature 				Date 1-13-78	

NOTE: THE FILING FEE FOR THE 1978 ANNUAL REPORT IS \$10.

B-711

THE FILING FEE FOR THE 1979 ANNUAL REPORT IS \$10.

CORPORATION
ANNUAL REPORT



STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

1979

THIS REPORT MUST BE ACCOMPANIED BY

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

728 11 12 AM 9

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES

1. Name and Address of Corporation Principal Office.

350978
SHAW-ROSS IMPORTERS INC
1590 N. W. 163RD STREET
MIAMI FLA 33169

If above address is incorrect in any way, enter the correct address
in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal
Office. P.O. Box Number Alone is NOT Sufficient.
Street Address

P.O. Box No

City

State

Zip Code

3. Date Incorporated or Qualified
To Do Business in Florida

8/19/1969

4. Federal Employer
Identification Number
(FEIN)

59-1285875

5. Date of
Last Report

1978

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
CHAPLIN, HARVEY R	D	9930 BROADVIEW	BAY HARBOR ISLAND, FL
WEISS, JAY J.	D	9801 COLLINS AVE.	BAY HARBOR ISLAND, FL
ELLIOT W. DINNERSTEIN	D	7980 S.W. 144TH ST.	MIAMI, FL.
HERBERT, S. JOSEPH	S	3711 ANDERSON RD.	CORAL GABLES, FL

7. Registered Agent Information

If you wish to change Registered Agent on this
form, enter all new information below.

Name

JOSEPH, HERBERT S.

Street Address (Do NOT Use P.O. Box Number)

3711 ANDERSON ROAD.

City, State and Zip Code

CORAL GABLES, FL

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

8. See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute
This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On
This Report Shall Have the Same Legal Effects As If Made Under Oath.

DO NOT WRITE IN THIS SPACE

Typed Name of Signing Officer

HERBERT S. JOSEPH

Title

ASSISTANT SECRETARY

Telephone Number

625-4171

Signature

Herbert S. Joseph

Date

1-29-79

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT



1980

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

APR 7 1980

TALLAHASSEE, FLORIDA

THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES
PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office: 350978 SHAW-ROSS IMPORTERS INC 1590 N. W. 163RD STREET MIAMI FLA 33169 If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.		2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient. Street Address P.O. Box No. City State Zip Code	
---	--	---	--

3. Date Incorporated or Qualified To Do Business in Florida	8/19/1969	4. Federal Employer Identification Number (FEIN)	59-1285878	5. Date of Last Report	1979
---	-----------	--	------------	------------------------	------

6. Names and Street Addresses of Each Officer and Director			
Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
CHAPLIN, HARVEY R	D	9930 BROADVIEW	BAY HARBOR ISLAN, FL
WEISS, JAY J.	D	9801 COLLINS AVE.	BAL HARBOR ISLAN, FL
ELLIOT W. DINNERSTEIN	D	7980 S.W. 144TH ST.	MIAMI, FL.
HERBERT, S. JOSEPH	S	3711 ANDERSON RD.	CORAL GABLES, FL

7. Registered Agent Information		To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with a fee of \$3.
Name JOSEPH, HERBERT S..		
Street Address (Do NOT Use P.O. Box Number) 3711 ANDERSON ROAD.		
City, State and Zip Code CORAL GABLES, FL		

8. See signature restrictions under instructions on reverse side of this form.			
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 807 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.			
Typed Name of Signing Officer	Title	Telephone Number	
Herbert S. Joseph	Secretary/Treasurer	305-625-4171	
Signature		Date	February 25, 1980

DO NOT WRITE IN THIS SPACE

4-7-80

350978 U3-11-80 2 5 19 10.00

12-11-80

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

FILED

APR 23 2 10 PM '81

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1981

THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES

PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office: 350978 SHAW-ROSS IMPORTERS INC 1590 N. W. 163RD STREET MIAMI FLA 33169		2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient. Street Address: P.O. Box No.: City: State: Zip Code:	
---	--	---	--

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

3. Date Incorporated or Qualified To Do Business in Florida 8/19/1969	4. Federal Employer Identification Number (FEIN) 59-1285876	5. Date of Last Report 1980
--	--	--------------------------------

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
CHAPLIN, HARVEY R	D	9930 BROADVIEW	BAY HARBOR ISLAND, FL
WEISS, JAY J.	D	9801 COLLINS AVE.	BAY HARBOR ISLAND, FL
ELLIOT W. PINNERSTEIN	D	7980 S.W. 144TH ST.	MIAMI, FL
HERBERT, S. JOSEPH	S	3711 ANDERSON RD.	CORAL GABLES, FL

7. Registered Agent Information		To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President or the corporation must be filed with a fee of \$3.
Name JOSEPH, HERBERT S.		
Street Address (Do NOT Use P.O. Box Number) 3711 ANDERSON ROAD.		
City, State and Zip Code CORAL GABLES, FL		

8. See signature restrictions under Instructions on reverse side of this form.
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath

Typed Name of Signing Officer Herbert S. Joseph	Title Secretary	Telephone Number (305) 625-4171
Signature <i>Herbert S. Joseph</i>		Date 1/19/81

DO NOT WRITE IN THIS SPACE

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT

1982



George Firestone
Secretary of State

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE
FILED
MAR 7 1982
TAMPA, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office.

350978
SHAW-ROSS IMPORTERS INC
3590 N. W. 163RD STREET
MIAMI FLA 33169

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address
P.O. Box No.
City
State Zip Code

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

3. Date Incorporated or Qualified To Do Business in Florida

08/19/1969

4. Federal Employer Identification Number (FEIN)

59-1285878

5. Date of Last Report

04/23/1981

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
CHAPLIN, HARVEY R	D	9930 BROADVIEW	BAY HARBOR ISLAN, FL
WEISS, JAY J.	D	9801 COLLINS AVE.	BAL HARBOR ISLAN, FL
ELLIOT W. DINNERSTEIN	D	7980 S.W. 144TH ST.	MIAMI, FL.
HERBERT, S. JOSEPH	S	3711 ANDERSON RD.	CORAL GABLES, FL

Registered Agent Information

A. Name and Address of Current Registered Agent

JOSEPH, HERBERT S.
3711 ANDERSON ROAD.
CORAL GABLES, FL

B. Name and Address of New Registered Agent

Name
Street Address (Do NOT Use P.O. Box Numbers)
City, State and Zip Code

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both, in the state of Florida.

Such change was authorized by resolution duly adopted by a majority of directors on _____

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

\$1.00 additional fee required for Registered Agent changes.

10. See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath.

Signature Herbert S. Joseph Date March 24, 1982
Typed Name of Signing Officer Herbert S. Joseph Title Secretary Telephone Number 305-625-4171

COR 620 (11-81)

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT

1983



George F. Estess
Secretary of State

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE
APPROVED
AND
FILED

FEB 7 12 43 PM 1983

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office:

350778
SHAW-ROSS IMPORTERS INC
1590 N. W. 163RD STREET
MIAMI FLA

33169

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Above is NOT Sufficient

Street Address

P.O. Box No.

City

State

Zip Code

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

3. Date Incorporated or Qualified To Do Business in Florida

08/19/1969

4. Federal Employer Identification Number (FEIN)

59-1285678

5. Date of Last Report

04/07/1982

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Number)	City and State
CHAPLIN, HARVEY R	D	7930 BROADVIEW	BAY HARBOR ISLAND, FL
WEISS, JAY J.	D	9801 COLLINS AVE.	BAY HARBOR ISLAND, FL
ELLIOT W. DINKERSTEIN	D	7980 S.W. 144TH ST.	MIAMI, FL
HERBERT, S. JOSEPH	S	3711 ANDERSON RD.	CORAL GABLES, FL

Registered Agent Information

7. Name and Address of Current Registered Agent

JOSEPH, HERBERT S.
3711 ANDERSON ROAD.
CORAL GABLES, FL

8. Name and Address of Previous Registered Agent

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the state of Florida.

Such change was authorized by resolution duly adopted by its board of directors on _____

SIGNATURE _____

(Registered Agent Accepting Appointment)

DATE _____

\$3.00 additional fee required for Registered Agent changes.

10. See signature restrictions upon instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath.

Signature

Herbert S. Joseph
Typed Name of Signing Officer
Herbert S. Joseph

Title

Secretary

Date

1-11-83

Telephone Number

625-1171

COF 620 (1-83)

ARTICLES OF MERGER
3 OR MORE FLORIDA CORPORATIONS TO A FLORIDA CORPORATION

Merging the following Florida corporations:

UNIVERSAL WINES, INC. (Ch. #382965), SOUTHERN WINE & SPIRITS, INC. (Ch. #320403), MERCHANTS DISTRIBUTORS, INC. (Ch. #F95606), CARBO, INCORPORATED (Ch. #293302), AMERICAN DISTRIBUTORS OF FLORIDA, INC. (Ch. #301499) and HELOPE CORPORATION a foreign corporation not qualified in Florida

Into: SHAW-ROSS IMPORTERS, INC.

Surviving Charter Number: 350978

Filing Date: July 19, 1983, effective September 1, 1983

350978 ^{dp} 7/21

Charter # Only

VALIDATION ONLY

Reserve # Name

Address

City

State

ZIP

Phone #

CORPORATION(S) NAME

015 2113 7/25/77

005 2113 7/25/77

005 2113 7/25/77

195.00

37.17

135.83

Shaw - Ross Importers, Inc.

☐ PROFIT ☐ NON-PROFIT ☐ AMENDMENT ☒ MERGER

☐ FOREIGN ☐ DISSOLUTION ☐ MARK

☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT ☐ RESERVATION
☐ REINSTATEMENT ☐ OTHER

☐ CERTIFIED COPY ☐ PHOTO COPIES ☐ CERTIFICATE UNDER SEAL

☐ WALK IN ☐ WILL WAIT ☐ PICK UP ☐ MAIL OUT ☐ CALL ☐ AFTER 4:30

Name
Availability

Document
Examiner

Updater

Updater
Verifier

Acknowledgment

W.P. Verifier

EFFECTIVE DATE

9-1-83

G. TAX

FILING

R. AGENT

C. COPY

TOTAL

N. BANK

BALANCE DUE

REFUND

PHOTO COPY

FILED
1983 JUL 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9-1-83

FILED

1983 JUL 19 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 AGREEMENT AND PLAN OF MERGER OF:

SHAW-ROSS IMPORTERS, INC., AMERICAN
DISTRIBUTORS OF FLORIDA, INC., CARBO
INCORPORATED, HELOPE CORPORATION,
MERCHANTS DISTRIBUTORS, INC.,
SOUTHERN WINE & SPIRITS, INC., and
UNIVERSAL WINES, INC.

THIS PLAN OF MERGER dated the 6th day of July,
1983, by and between Shaw-Ross Importers, Inc., a Florida
corporation, hereinafter referred to as the "surviving corporation",
American Distributors of Florida, Inc., a Florida corporation,
Carbo Incorporated, a Florida corporation, Helope Corporation,
a California corporation, Merchants Distributors, Inc., a
Florida corporation, Southern Wine & Spirits, Inc., a Florida
corporation and Universal Wines, Inc., a Florida corporation,
hereinafter referred to as the "absorbed corporations."

STIPULATIONS:

1. Shaw-Ross Importers, Inc., a Florida corporation,
the surviving corporation, has a capitalization of one million
authorized shares of common stock valued at ten cents per share
and one million shares are issued and outstanding. The authorized
number of shares shall remain the same. It is a corporation
organized and existing under the laws of the State of Florida
with its principle office at 1590 N.W. 163rd Street, Miami,
Florida.

2. American Distributors, Inc., a Florida corporation,
an absorbed corporation, has a capitalization of fifty authorized
and outstanding shares of common stock with no par value. All
of the shares are owned by Shaw-Ross Importers, Inc., the
surviving corporation. It is a corporation organized and
existing under the laws of the State of Florida with its principle
office at 6867 Stuart Lane South, Jacksonville, Florida.

3. Carbo Incorporated, a Florida corporation, and an absorbed corporation, has a capitalization of five thousand shares of ^{\$1.00} par value common stock which are issued and outstanding and which are all owned by Shaw-Ross Importers, Inc. the surviving corporation. It is a corporation organized and existing under the laws of the State of Florida with its principle office at 4510 South Church Street, Tampa, Florida.

4. Helope Corporation, a California corporation, and an absorbed corporation, has a capitalization of two thousand five hundred authorized and issued shares of \$10.00 par value stock which are all owned by Shaw-Ross Importers, the surviving corporation. It is a corporation organized and existing under the laws of the State of California with its principle office at 17101 Valley View Avenue, Serritos, California.

5. Merchants Distributors, Inc., a Florida corporation and an absorbed corporation, has a capitalization of ten authorized shares of no par value common stock of which all ten shares are issued and outstanding and are owned by Shaw-Ross Importers, Inc., the surviving corporation.

It is a corporation organized and existing under the laws of the State of Florida with its principle office at 515 NE 190 Street, Miami, Florida.

6. Southern Wine & Spirits, Inc., a Florida corporation, an absorbed corporation, has a capitalization of one hundred authorized and issued shares of no par value common stock which are all owned by Shaw-Ross Importers, Inc., the surviving corporation. It is a corporation organized and existing under the laws of the State of Florida with its principle office at 1600 N.W. 163rd Street, Miami, Florida.

7. Universal Wines, Inc., a Florida corporation, an absorbed corporation, has a capitalization of one hundred and twenty five thousand shares of one dollar par value common stock which are all issued and outstanding and which all are owned by Southern Wine and Spirits, Inc., a Florida corporation and an absorbed corporation. It is a corporation organized and existing under the laws of the State of Florida with its principle office at 1600 N.W. 163rd Street, Miami, Florida.

8. The ownership of all of the absorbed corporations as well as the surviving corporations and the boards of directors of all of the corporations are all the same persons, to wit: Harvey R. Chaplin, owner of 65% of the stock of Shaw-Ross Importers, Inc., the surviving corporation, Jay W. Weiss, owner of 25% of the stock of Shaw-Ross Importers, Inc., the surviving corporation, and Elliot W. Dinnerstein, owner of 10% of the stock of Shaw-Ross Importers, Inc., the surviving corporation. The directors and the stockholders deem it desirable and in the best interest of the corporations that the absorbed corporations as hereinabove set forth and described be merged into the surviving corporation: Shaw-Ross Importers, Inc., pursuant to the provisions of Section 607.214 et seq. of the Florida General Corporation Act in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954 as amended.

9. In consideration of the mutual covenants, and the terms and conditions hereinafter set forth, the surviving corporation and the absorbed corporations agree as follows:

I. MERGER:

American Distributors of Florida, Inc., a Florida corporation, Carbo Incorporated, a Florida corporation, Helope Corporation, a California corporation, Merchants Distributors, Inc., a Florida corporation, Southern Wine & Spirits, Inc., a Florida corporation, and Universal Wines, Inc.,

a Florida corporation, shall merge with and into Shaw-Ross Importers, Inc., a Florida corporation. This merger is conditioned upon requisite approval of governmental agencies of the State of California and the State of Florida as may or might be necessary.

II. TERMS AND CONDITIONS:

On the effective date of the merger, the separate existence of the absorbed corporations shall cease and the surviving corporation shall succeed to all of the rights, privileges, immunities and franchises and all the property, real, personal and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

III. CONVERSION OF SHARES:

The manner and basis of converting the shares of the absorbed corporations into shares, rights, obligations and other securities of the surviving corporation is as follows: With regard to American Distributors, Inc., Carbo Incorporated, Helopa Corporation and Southern Wine & Spirits, Inc., the stock of these corporations has previously been assigned to the surviving corporation pursuant to an agreement and plan of reorganization entered into on the second day of January, 1974, a copy of which is attached hereto and made a part hereof and incorporated by reference and referred to as Exhibit "A".

As to Merchants Distributors, Inc., each share of the no par value common stock of Merchants Distributors, Inc., issued and outstanding on the effective date of the merger is owned by Shaw-Ross Importers, Inc.

With regard to Universal Wines, Inc., the stock of that corporation has previously been assigned to Southern Wine & Spirits, Inc., an absorbed corporation, which is owned in total by Shaw-Ross Importers, Inc., the surviving corporation. The shares shall be assigned to Shaw-Ross Importers, Inc. by Southern Wine & Spirits, Inc. and there will be no conversion of said shares into additional shares of stock as consideration since all corporations are owned by the same three stockholders as hereinabove set forth.

IV. CHANGES IN THE ARTICLES OF INCORPORATION.

The articles of incorporation of the surviving corporation, Shaw-Ross Importers, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

V. CHANGES IN BYLAWS.

The bylaws of the surviving corporation, Shaw-Ross Importers, Inc., shall continue to be its bylaws following the effective date of the merger.

VI. DIRECTORS AND OFFICERS.

Direct officers of the surviving corporation, Shaw-Ross Importers, Inc., shall remain as officers and directors of the surviving corporation for the full unexpired terms of their offices.

VII. PROHIBITED TRANSACTIONS.

None of the corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business as described in their articles of incorporation.

VIII. APPROVAL BY STOCKHOLDERS.

This plan of merger shall be submitted for the approval of the stockholders of the surviving and absorbed corporations, which in this case are all the same, in the manner provided

by the applicable laws of the State of Florida at a meeting to be held on or before September 1, 1983 or at such other time as the board of directors of the corporations may agree.

IX. EFFECTIVE DATE OF THE MERGER.

The effective date of the merger shall be date when the articles of merger are filed with the Florida Department of State of September 1, 1983 whichever is the later.

X. ABANDONMENT OF MERGER.

This plan of merger may be abandoned by action by the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events: (a) if the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before September 1, 1983, or (b) if in the judgment of the board of directors of either the surviving or the absorbed corporation a merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

XI. EXECUTION OF AGREEMENT.

This plan of merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

XII. ACTIONS AT CLOSING.

All stock of Merchants Distributors, Inc. and of Universal Wines, Inc., shall be delivered to Shaw-Ross Importers, Inc., pursuant to the terms of this agreement.

Certified copies of corporate resolutions of all of the absorbed corporations shall be executed and delivered to Shaw-Ross Importers, Inc.

A merger agreement shall be registered with the secretary of state of the State of Florida and the secretary of state of the State of California in accordance with the appropriate laws.

This agreement shall not be assigned by any party without prior written consent of all of the parties.

This agreement sets forth the entire understanding between the parties and there being no terms, conditions, warranties or representations other than those contained herein and no amendments hereto shall be valid unless made in writing and signed by the parties hereto.

This agreement shall be binding upon and shall inure to the benefit of the heirs, executors, administrators, and assignees of the stockholders, and the surviving and absorbed corporations.

Executed on behalf of the parties by their officers and sealed with their corporate seals and attested to by their respective secretaries pursuant to the authorization of their respective board of directors on the day and year first above written:

Harold I. Barone
WITNESS

Harvey R. Chaplin
HARVEY R. CHAPLIN

Marie E. Deunio
WITNESS

Harold I. Barone
WITNESS

Jay W. Weiss
JAY W. WEISS

Marie E. Deunio
WITNESS

Harold I. Barone
WITNESS

Elliot W. Dinnerstein
ELLIOT W. DINNERSTEIN

Marie E. Deunio
WITNESS

Dated this 6 day of July, 1983.

IN WITNESS WHEREOF, the parties hereto have executed this document the day and year first above written.

Attest:

Harold P. Gough
Secretary

SHAW-ROSS IMPORTERS, INC., (SEAL)
a Florida corporation,
the surviving corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

AMERICAN DISTRIBUTORS, INC., (SEAL)
a Florida corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

CARBO INCORPORATED, (SEAL)
a Florida corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

HELOPE CORPORATION, (SEAL)
a California corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

MERCHANTS DISTRIBUTORS, INC., (SEAL)
a Florida corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

SOUTHERN WINE & SPIRITS, INC. (SEAL)
a Florida corporation,

BY: [Signature]
President

Attest:

Harold P. Gough
Secretary

UNIVERSAL WINES, INC., (SEAL)
a Florida corporation,

BY: [Signature]
President

Witnesses:

Barbara S. Basore

Marie E. Deanne

Barbara S. Basore

Marie E. Deanne

Barbara S. Basore

Marie E. Deanne

[Signature]
HARVEY R. CHAMLIN, individually

[Signature]
JAY W. WEISS, individually

[Signature]
ELLIOT W. DINNERSTEIN, individually

Dated this 6 day of July, 1983.

AGREEMENT AND PLAN OF REORGANIZATION OF:

SHAW-ROSS IMPORTERS, INC., a Florida corporation;
CARBO INCORPORATED, a Florida corporation;
SOUTHERN WINE AND SPIRITS, INC., a Florida corporation;
CAPITOL LIQUOR DISTRIBUTORS, INC., a Connecticut corporation;
HELOPE CORPORATION, a California corporation;
AMERICAN DISTRIBUTORS OF FLORIDA, INC., a Florida corporation.

THIS AGREEMENT and PLAN OF REORGANIZATION is between Shaw-Ross Importers, Inc.; Carbo Incorporated; Southern Wine and Spirits, Inc.; Capitol Liquor Distributors, Inc.; Helope Corporation; American Distributors of Florida, Inc., and subsidiary branches; and Harvey R. Chaplin, Jay Willard Weiss and Elliot William Dinnerstein, Stockholders.

HEREAFTER, Shaw-Ross Importers, Inc., shall be referred to as "Shaw-Ross"; Carbo Incorporated shall be referred to as "Carbo"; Southern Wine and Spirits, Inc., shall be referred to as "Southern"; Helope Corporation shall be referred to as "Helope"; Capitol Liquor Distributors, Inc., shall be referred to as "Capitol"; American Distributors of Florida, Inc., and subsidiary branches, shall be referred to as "American"; Harvey R. Chaplin shall be referred to as "Chaplin"; Jay Willard Weiss shall be referred to as "Weiss", and Elliot William Dinnerstein shall be referred to as "Dinnerstein".

THIS AGREEMENT is made and entered into this 2nd day of January, 1974, by and among all of the aforementioned corporations and individuals.

I. PLAN OF REORGANIZATION.

Chaplin is the owner of all of the issued and outstanding stock of Shaw-Ross (34 shares). Shaw-Ross is the owner of all of the issued and outstanding stock of Carbo (4,000 shares). Shaw-

I.

Ross is the owner of all of the issued and outstanding stock of Capitol (60,000 shares), which is now subject to a Purchase and Sale Agreement wherein Capitol is to be sold to Peerless Importers, Inc., a New York corporation, said sale to take place at the earliest possible opportunity. Chaplin is the owner of all of the issued and outstanding stock of Helope (2,500 shares). Helope is the owner of all of the issued and outstanding stock of California Southern is the owner of all of the issued and outstanding stock of American. All of the issued and outstanding stock of Southern is owned as follows:

1. 45% (45 shares) owned by Carbo;
2. 30% (30 shares) owned by Weiss;
3. 15% (15 shares) owned by Chaplin;
4. 10% (10 shares) owned by Dinnerstein.

It is the intention of the parties hereto that all of the issued and outstanding capital stock which is now owned by the various parties, as hereinabove set forth, shall be assigned to Shaw-Ross and that, in return for this, Shaw-Ross shall issue stock to the individual stockholders as follows:

- 1) Chaplin shall be issued 65% of the capital stock of Shaw-Ross;
- 2) Weiss shall be issued 25% of the capital stock of Shaw-Ross;
- 3) Dinnerstein shall be issued 10% of the capital stock of Shaw-Ross;

In order to effect this reorganization and redistribution of stock, the parties shall assign stock as follows:

1. Harvey Chaplin shall:
 - (a) turn back his 34 shares of Shaw-Ross to Shaw-Ross;
 - (b) assign his 15 shares of Southern to Shaw-Ross;
 - (c) assign his 2,500 shares of Helope to Shaw-Ross.
2. Weiss shall assign his 30 shares of Southern to Shaw-Ross.
3. Dinnerstein shall assign his 10 shares of Southern to Shaw-Ross.
4. Carbo shall assign its 45 shares of Southern to Shaw-Ross.
5. Shaw-Ross shall retain its 4,000 shares of Carbo.
6. Shaw-Ross shall retire Chaplin's 34 shares of Shaw-Ross.
7. Shaw-Ross shall retain its 60,000 shares of Capitol.
8. Southern shall assign its 50 shares of American to Shaw-Ross.
9. Chaplin shall assign his Helope stock to Shaw-Ross.

In return for the above, Shaw-Ross shall issue stock as follows:

- 1) 65% (650,000 shares-130 units of 5,000 shares per unit)
to Harvey R. Chaplin;
- 2) 25% (250,000 shares-50 units of 5,000 shares per unit)
to Jay Willard Weiss;
- 3) 10% (100,000 shares-20 units of 5,000 shares per unit)
to Elliot W. Dinnerstein.

Subject to all of the conditions herein contained and upon the performance of each of the parties hereto of their obligations hereunder, the parties agree that all of the issued shares, set forth above, shall be assigned and exchanged on the date of closing, provided further, however, that the shares of stock of Helope Corporation shall not be transferred, assigned or exchanged, until a permit shall be issued by the Department of Corporations of the State of California authorizing such transfer, upon application made therefor.

II. REPRESENTATIONS AND WARRANTIES.

1. Shaw-Ross represents and warrants to Chaplin, Weiss and Dinnerstein, all of which representations and warranties shall be true at the time of closing and shall survive the closing for a period of six (6) months from the date of closing, as follows:

a) Shaw-Ross is a corporation duly organized and validly existing and in good standing under the laws of the State of Florida, and has the corporate powers to own its property and carry on its business as and where it is now being conducted.

b) Shaw-Ross has the corporate power to execute and perform this Agreement and to deliver the stock required to be delivered to Chaplin, Weiss and Dinnerstein hereunder.

c) The authorized capital stock of Shaw-Ross is 100 shares. The outstanding stock of Shaw-Ross consists of 34 shares.

d) Shaw-Ross and its officers have full power to exchange the shares of capital stock of Shaw-Ross on behalf of the corporation upon the terms provided for in this Agreement

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

APPROVED

DO NOT WRITE IN THIS SPACE

CORPORATION

ANNUAL REPORT
1989



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

1989 MAR -1 AM 11:06

FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

Read Notes and Instructions on Other Side Before Making Entries
Filing Fee of \$35 Required -- Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office:

ZIP + 4

350978-3
SOUTHERN WINE & SPIRITS OF AMERICA, INC.
1600 N.W. 163RD STREET
MIAMI FLA 33169-5641

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. Box No 22

City and State 23

Zip Code 24

3. Date Incorporated or Qualified To Do Business in Florida

08/19/1969

4. Federal Employer Identification Number (FEIN)

59-1285876

5. Date of Last Report

02/23/1988

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1988

1. Title	2. Names of Officers and Directors	3. Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4. City and State	5.
D/P	CHAPLIN, HARVEY R	9930 BROADVIEW	BAY HARBOR ISLAN, FL	
D/S/V	WEISS, JAY J.	10155 COLLINS AVE.	BAY HARBOR ISLAN, FL	
D/E/V	DINNERSTEIN, ELLIOT W.	7980 S.W. 144TH ST.	MIAMI, FL.	
S/T	JOSEPH, HERBERT S.	3711 ANDERSON RD.	CORAL GABLES, FL	
D/C	BECKER, ISIDORE A.	10155 COLLINS AVE.	BAL HARBOR, FL.	

REGISTERED AGENT INFORMATION

Name 81

8. Name and Address of New Registered Agent

9. Name and Address of Current Registered Agent

JOSEPH, HERBERT S.
3711 ANDERSON ROAD.
CORAL GABLES, FL

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84

FL

Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

Such change was authorized by resolution duly adopted by its board of directors on

Thereby accept the appointment of registered agent I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE

(Registered Agent Accepting Appointment)

DATE

10. If a foreign corporation, date first transacted business in Florida

11. See signature restrictions under instructions on reverse side of this form

I Certify That I Am An Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath (Officer or Director signing must be listed in Block 6)

Signature

Date

Typed Name of Signing Officer or Director

Title

Sec.

Telephone Number

12. Should you desire a certificate of status check the box.

CERTIFICATE OF STATUS DESIRED



\$5 Additional Fee
Required for
Certificate of Status

350978

500254736095

Amended and Restated Articles were filed on July 22, 1989, and Articles of Merger was filed on August 22, 1990, with an effective date August 24, 1990. Merging Eight Corporations Charter Numbers 130028, F30154, L11231, L11228, L11229, And Southern Wine & Spirits of Nevada, Inc., Not qualified in FL., Southern Wine & Spirits of California, Inc. Not Qualified in FL., and Southern Wine & Spirits of Northern California, Inc., Not Qualified in FL. All into the above. All Annual Reports filed between 1990 and 1994 are missing from microfilm.

Margaret V. Freeman

Certification Section