

FROM HOLLAND & KNIGHT, P.A.

(MON) 01.28.02 13:55 / 813.229.58 / NO. 26066 P

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LIMITED LIABILITY COMPANY

G'day Mate Australian Wine Importers and Distributors

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
G'DAY MATE AUSTRALIAN WINE IMPORTERS
AND DISTRIBUTORS, LLC**

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TALLAHASSEE, FLORIDA
02 JAN 28

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be G'day Mate Australian Wine Importers and Distributors, LLC.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

5830 N.W. 38th Terrace
Gainesville, Florida 32653

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Joseph Buczyner
Freeman, Buczyner & Gero
One S.E. Third Avenue, Suite 2120
Miami, Florida 33131

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FROM HOLLAND & KNIGHT TAMPA

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A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by one or more managers (the "Managers"), who shall be elected by the members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company, including without limitation the right to appoint officers who shall have the rights and responsibilities described in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization on this 25 day of January, 2002.


Rodney Rose, Member

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TALLAHASSEE, FLORIDA

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

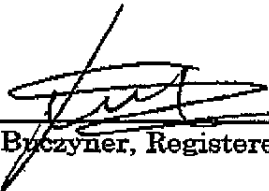
Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That G'day Mate Australian Wine Importers and Distributors, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at One S.E. Third Avenue, Suite 2120, Miami, Florida 33131, has named Joseph Buczyner, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Act.

Dated: January 25, 2002


Joseph Buczyner, Registered Agent

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