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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WINES & WINES, LLC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

J. BRYAN SEP - 5 2002

Examiner's Initials

**ARTICLES OF ORGANIZATION**

**OF**

**WINES & WINES, LLC.**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be WINES & WINES, LLC., and its principal office and the mailing address shall be at 10620 N.W. 27<sup>th</sup> Street, Unit D 101, in the City of Miami, County of Miami-Dade, State of Florida, 33172 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department,



- and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

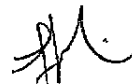
### **ARTICLES III** **MANAGEMENT**

This limited liability company shall be managed by a manager or managers and the name and address of such managers, who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

FRANK J. MENDEZ

MARIA CLAUDIA MOLINA

-10620 N.W. 27<sup>th</sup> Street, Unit D101  
Miami, Florida 33172  
10620 N.W. 27<sup>th</sup> Street, Unit D101  
Miami, Florida 33172



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**ARTICLE IV**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent of this limited liability company is Eduardo Anton, and the street address of the initial registered agent of the limited liability company is 1385 Coral Way, Suite 406, Miami, FL 33145.

**ARTICLE V**  
**DURATION**

These Articles of Organization shall become effective as of the filing hereof, (the "Effective Date"). The Company shall exist from the Effective Date, and, unless continued by the unanimous consent of all remaining Members, shall be dissolved and its business shall terminate upon the occurrence of any of the events specified in Section 608.441, Florida Statutes.


**ARTICLES VI**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions and terms of admission required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of unanimous consent of the remaining members.

**ARTICLE VII**  
**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.



**ARTICLES VIII**  
**REGULATIONS**

The members shall have the power, by unanimous vote, to adopt, alter, amend or repeal regulations of the limited liability company, containing provisions for the regulation and management of the affairs of the limited liability company.

The undersigned are the members of the limited liability company and executed these Articles of Organization, on the 4th day of September, 2002.

By:

FRANK J. MENDEZ

STATE OF FLORIDA )

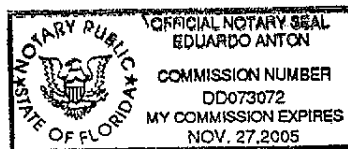
SS.

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 4th day of September, 2002, by FRANK J. MENDEZ, who appeared before me at the time of notarization, and who are personally known to me ( ) or who produced identification in the form of ( ) a Valid Florida Driver's License.

My Commission Expires:

NOTARY PUBLIC



**STATEMENT DESIGNATING  
REGISTERED AGENT AND OFFICE**

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA                     )  
  SS.  
COUNTY OF MIAMI-DADE            )

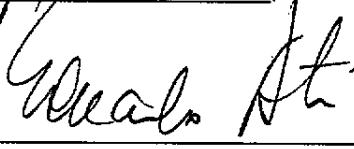
Pursuant to the provisions of the Section §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

**WINES & WINES, LLC.**

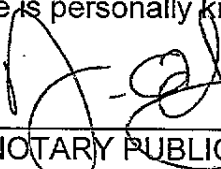
This statement is to acknowledge that, as indicated WINES & WINES, LLC., has appointed me, EDUARDO ANTON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 5<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
EDUARDO ANTON  
Registered Agent

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of September, 2002, by EDUARDO ANTON, registered agent on behalf of WINES & WINES LLC., a limited liability company. She/He is personally known to me.

OFFICIAL NOTARY SEAL  
JACQUELINE ALVAREZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. DD014171  
MY COMMISSION EXP. APR. 1, 2005

  
\_\_\_\_\_  
NOTARY PUBLIC