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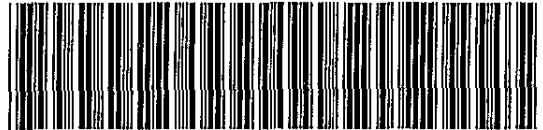
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April 12, 2004

BY OVERNIGHT MAIL

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: *The Wine Vault of Boca Raton, LLC*
and
The Wine Vaults of Florida, LLC

Dear Sir/Madam:

We wish to form the above two (2) referenced as Florida limited liability companies.
Enclosed for filing please find the following:

1. Transmittal Letter for The Wine Vault of Boca Raton, LLC;
2. Articles of Organization for The Wine Vault of Boca Raton, LLC;
3. Transmittal Letter for The Wine Vaults of Florida, LLC;
4. Articles of Organization for The Wine Vaults of Florida, LLC; and
5. Two (2) checks each in the amount of \$125 payable to Florida Department of State for the respective filing fees.

Kindly deliver the Letter of Acknowledgment for each to Patricia Farnsworth, Esq.,
Lawson & Weitzen LLP, 88 Black Falcon Avenue, Suite 345, Boston, MA 02210

* ALSO ADMITTED IN NY
** ALSO ADMITTED IN NH
*** ALSO ADMITTED IN CA
† ALSO ADMITTED IN DC
†† ALSO ADMITTED IN NJ & PA
*** ALSO ADMITTED IN RI, CT, NH & ME
† ALSO ADMITTED IN NH & NY
†† ALSO ADMITTED IN NH

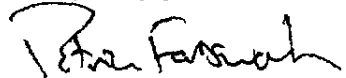
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Please contact me at 617.439.4990 with any questions.

Very truly yours,


Patricia Lang Farnsworth

encl.

cc: Charles Iappini (via email)
Valerie L. Pawson (via email)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Wine Vaults of Florida, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles Iappini

(Name of Person)

(Firm/Company)

7 Frances Street

(Address)

Winthrop, MA 02152

(City/State and Zip Code)

For further information concerning this matter, please call:

Patricia Farnsworth

(Name of Person)

at (617) 439-4990

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Wine Vaults of Florida, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

7 Frances Street

7 Frances Street

Winthrop, MA 02152

Winthrop, MA 02152

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Charles Iappini

Name

160 South West 12th Ave., Suite 102

Florida street address (P.O. Box **NOT** acceptable)

Deerfield Beach, Florida 33442

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, Florida Statutes..

By: 

Registered Agent's Signature

The name and address of each Manager or Managing Member is as follows:

"MGRM" = Managing Member

MGRM

7 Frances Street

Winthrop, MA 02152

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles Iappini

Typed or printed name of signee

Filing Fees:

\$ 5.00 Certificate of Status (Optional)

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