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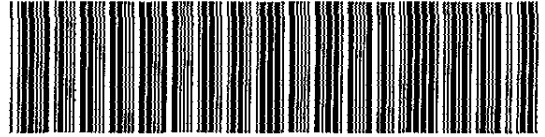
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06 MAR 17 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VINTNER'S CELLAR 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:

KRISTEN C. GUNTER, ESQUIRE  
(Name of Person)

MACFARLANE FERGUSON & MCMULLEN  
(Firm/Company)

1501 SOUTH FLORIDA AVENUE  
(Address)

LAKELAND, FLORIDA 33803  
(City/State and Zip Code)

For further information concerning this matter, please call:

KRISTEN C. GUNTER at ( 863 ) 680-9908  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**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

**ARTICLES OF ORGANIZATION**  
**OF**  
**VINTNER'S CELLAR OF FLORIDA, LLC**

FILED  
06 MAR 17 AM 10:46  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **VINTNER'S CELLAR OF FLORIDA, LLC**.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business and the address of the Company in Florida shall be 535 Crescent Hills Drive, Lakeland, Florida 33813, and its mailing address is the same.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of manufacturing, handling, distribution and marketing, including franchising of wine, food, beverages and accessories, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Brenda Kay Johnson, at 535 Crescent Hills Drive, Lakeland, Florida 33813.

## **ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS**

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

## **ARTICLE VI - ADDITIONAL MEMBERS**

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of the Members then having a majority interest in the Company, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

## **ARTICLE VII - CONTINUATION OF BUSINESS**

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 on unanimous consent of the remaining members.

## **ARTICLE VIII - MANAGEMENT**

The Company shall be managed by a manager and the name of the Manager is Brenda Kay Johnson, whose address is 535 Crescent Hills Drive, Lakeland, Florida 33813. The Regulations shall require that for all decisions of the Company, the decisions of the elected managing member shall be controlling. The signature of a Managing

Member of the Company signing on behalf of the Company or the signature of a person designated as an officer of the Company under the Regulations may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

#### **ARTICLE IX - OPERATING AGREEMENT**

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these articles of organization this 15<sup>th</sup> day of March, 2006.

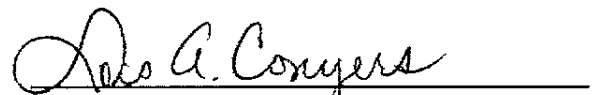
 (SEAL)  
BRENDA KAY JOHNSON, As its Member

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BRENDA KAY JOHNSON, who [ ] is personally known to me or who [ ] has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 15<sup>th</sup> day of March, 2006, at Lakeland, Florida.

(NOTARIAL SEAL)

  
Notary Public  
State of Florida at Large  
My Commission Expires:

**ACCEPTANCE**

Having been named to accept service of process for the above-stated Company at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 15<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
BRENDA KAY JOHNSON, Registered Agent