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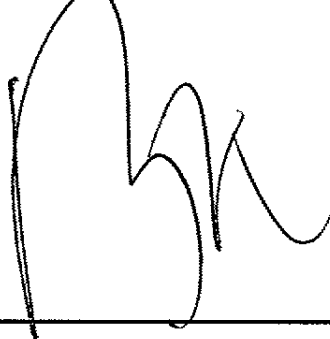
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(Business Entity Name)

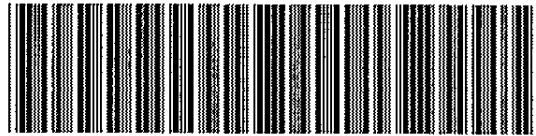
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 682661 142159A

AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 2006

ORDER TIME : 11:0 AM

ORDER NO. : 682661-005

CUSTOMER NO: 142159A

DOMESTIC FILING

NAME: LA SCARPETTA FINE WINES, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
LA SCARPETTA FINE WINES, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be LA SCARPETTA FINE WINES, LLC.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than fifty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 866 South Dixie Highway, Coral Gables, FL 33146, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name and address of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Roth & Scholl, 866 South Dixie Highway, Coral Gables, FL 33146.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market

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value thereof being determined by agreement of the managing members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the managing members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the managing members of the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the approval of the managing members, which they shall not be required to give. Without the approval of the managing members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the managing members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name(s) and address of the member(s) of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Scholl	866 South Dixie Highway Coral Gables, FL 33146
Richard Betts	866 South Dixie Highway Coral Gables, FL 33146
Bobby Stuckey	866 South Dixie Highway Coral Gables, FL 33146

Lachlin Mac Kinnon Patterson

866 South Dixie Highway
Coral Gables, FL 33146

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Dennis Scholl, as its manager to carry out, subject to the direction of the members, the day to day business of this Limited Liability Company. The general or special manager is authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

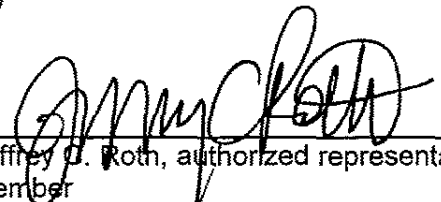
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

ARTICLE IX
AMENDMENTS

These articles may be amended from time to time by either managing member and the amendment shall be filed, duly signed by such managing member of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being an initial member, has executed these Articles of Organization on December 21, 2006.

(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.)



Jeffrey D. Roth, authorized representative of
member

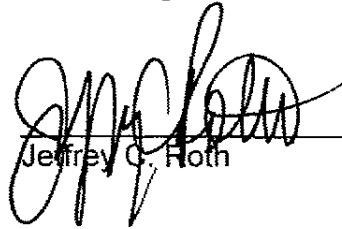
OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

LA SCARPETTA FINE WINES, LLC

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 in Section 608 of the Florida Statutes.

Dated this 21st day of December, 2006.



Jeffrey C. Roth