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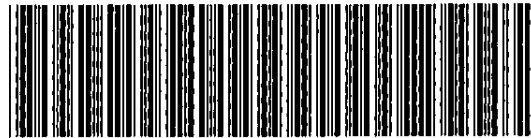
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B. KOHR

APR 26 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 361000 80690A

AUTHORIZATION :

COST LIMIT : \$ 125.00

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ORDER DATE : April 23, 2010

ORDER TIME : 2:51 PM

ORDER NO. : 361000-025

CUSTOMER NO: 80690A

DOMESTIC FILING

NAME: SOUTHERN WINE & SPIRITS - F.P.
WINNER OF D.C., LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this limited liability company is:

Southern Wine & Spirits - F.P. Winner of D.C., LLC

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is
1600 N.W. 163rd Street, Miami, Florida 33169.

ARTICLE III - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is Steven J. Schermer. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE IV - MANAGEMENT


The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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ARTICLE V - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of April, 2010.


By: 
Steven J. Schermer, Esq., Authorized Representative

(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).

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Southern Wine & Spirits - F.P. Winner of D.C., LLC, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of Southern Wine & Spirits - F.P. Winner of D.C., LLC.

Date: April 22, 2010

A handwritten signature in black ink, appearing to read "Steven J. Schermer", written over a horizontal line.

Steven J. Schermer, Initial Registered Agent