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**FLORIDA LIMITED LIABILITY CO.  
FIVE POINTS LIQUOR AND WINE, LLC**

Certificate of Status	0
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T. HAMPTON

MAY 24 2010

EXAMINER

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ARTICLES OF ORGANIZATION  
OF  
FIVE POINTS LIQUOR AND WINE, LLC

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

ARTICLE I  
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is FIVE POINTS LIQUOR AND WINE, LLC.

ARTICLE II  
ADDRESS

The Company's street address of its principal place of business in Florida is 4960 Hwy. 90, Suite 122, Pace, Florida 32571, and its mailing address is 4960 Hwy. 90, Suite 122, Pace, Florida 32571, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the member(s).

ARTICLE III  
MANAGEMENT

The business of the Company shall be a Manager appointed by its member(s). The initial Manager of the Company shall be:

NAME	STREET & MAILING ADDRESS
Timothy E. Parker	4960 Hwy. 90, Suite 122 Pace, Florida 32571

ARTICLE IV  
RESTRICTIONS ON MEMBERSHIP

The member(s) shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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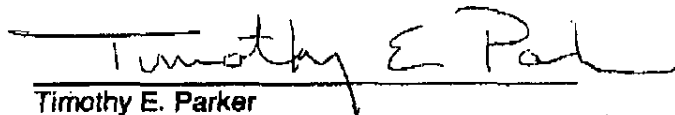
ARTICLE V  
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the member(s) unless vested in the Manager by any amendments of the Articles of Organization. An Operating Agreement adopted by the member(s) or by the Manager may be repealed or altered, new operating agreement may be adopted by the member(s), and the member(s) may prescribe in any operating agreement made by them that such operating agreement may not be altered, amended or repealed by the Manager.

ARTICLE VI  
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by the sole member or all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the authorized representative of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Timothy E. Parker

Dated: 5-14-10

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

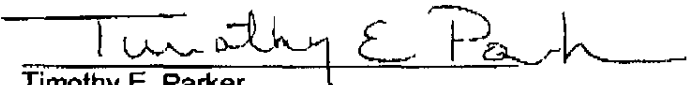
1. The name of the limited liability company is FIVE POINTS LIQUOR AND WINE, LLC.
2. The name and street address of the registered agent and registered office are: Timothy E. Parker at 4960 Hwy. 90, Suite 122, Pace, Florida 32571.

FIVE POINTS LIQUOR AND WINE,  
LLC

  
Timothy E. Parker  
Its: Authorized Representative

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.

Dated: 5-14-10

  
Timothy E. Parker  
Registered Agent

UNKNOWNParker, TimFive Points Liquor and Wine form.doc\Articles of Organization.doc

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