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FLORIDA LIMITED LIABILITY CO.
THE LIQUOR & WINE SHOPPE AT GAINESVILLE, LLC

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ATTORNEYS AT LAW

To: Division of Corporations
Company:
Fax: 18506176383
Phone:

From: Isabelle Klein
Fax:
Phone: 1026
E-mail: Isabelle.Klein@gmlaw.com

NOTES:

Articles of Organization for The Liquor & Wine Shoppe At Gainesville, LLC

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**ARTICLES OF ORGANIZATION
OF**

THE LIQUOR & WINE SHOPPE AT GAINESVILLE, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME:** The name of the Company is:

THE LIQUOR & WINE SHOPPE AT GAINESVILLE, LLC

2. **PERIOD OF DURATION:** In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE:** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY:**

The mailing and street address of the place of business in Florida for the Company is: 14451 W. Newberry Rd., Newberry, FL 32669.

5. **REGISTERED AGENT AND ADDRESS:** The name and address of the initial registered agent in Florida for the Company is:

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TALLAHASSEE, FLORIDA

David Welsman
Greenspoon Marder, P.A.
100 West Cypress Creek Road, Suite 700,
Fort Lauderdale, FL 33309

6. **ADMISSION OF ADDITIONAL MEMBERS:** Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company.

7. **CONTINUITY OF BUSINESS:** Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGER:** The Company is to be managed by a Manager. The name and address of the Manager who is to serve as Manager until the first annual meeting of members or until her successor is elected and qualified is:

JAMIE MCMAHON, 14451 W. Newberry Rd., Newberry, FL 32669

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER:** An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member

seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL:** No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

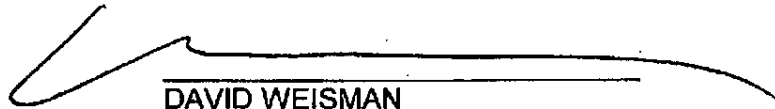
11. **AMENDMENT TO ARTICLES OF ORGANIZATION:** Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. **REGULATIONS:** Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. **AUTHORIZED REPRESENTATIVE:** The name and address of the Authorized Representative signing these Articles is:

**David Weisman
Greenspoon Marder, P.A.
100 West Cypress Creek Road, Suite 700
Fort Lauderdale, FL 33309**

IN WITNESS WHEREOF, the undersigned as Authorized Representative has
executed these Articles of Organization this 16th day of August, 2012.



**DAVID WEISMAN
Authorized Representative**

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

THE LIQUOR & WINE SHOPPE AT GAINESVILLE, LLC

2. The name and address of the registered agent and office is:

**David Weisman
Greenspoon Marder, P.A.
100 West Cypress Creek Road, Suite 700
Fort Lauderdale, FL 33309**

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.



DAVID WEISMAN

Registered Agent

August 16, 2012