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FLORIDA LIMITED LIABILITY CO.
Southern Glazer's Wine and Spirits, LLC

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ARTICLES OF ORGANIZATION OF A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Revised Limited Liability Company Act, Chapter 605 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 Glazer's Wine and Spirits, LLC

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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 Blvd., Suite 1125, Coral Gables, FL 33134.

ARTICLE IV - MANAGEMENT

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

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 19th day of April, 2016.

By: _____
Steven J. Schermer, Authorized Representative

(In accordance with Section 605.0203(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes).

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Southern Glazer's Wine and Spirits, 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 Glazer's Wine and Spirits, LLC as provided for in Chapter 605, Florida Statutes.

Date: April 19th, 2016

Steven J. Schermer, Initial Registered Agent