

L 99000004580

July 21, 1999

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002939290--3
-07/22/99--01102--004
****337.50 ****337.50

Re: Articles of Incorporation for Vinovibe, LLC and Certificate of Designation of Registered Agent.

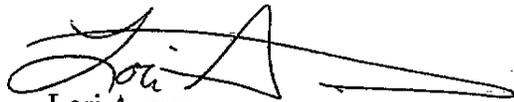
Dear Sir or Madam:

Enclosed please find executed copies of the referenced documents to be processed by your office. Additionally, please find a check in the amount of \$337.50 covering the cost of the filing fees for the documents as well as the cost of a certified copy of the Articles of Incorporation.

Please forward the any correspondence to me at the address below.

Thank you for your assistance.

Kind regards,



Lori Avery
190 112th Avenue North
Suite 1209
St. Petersburg, FL 33716
Phone: 727-803-3344

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Enclosures

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Vinovibe, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

190 112th Avenue North
Suite 1209
St. Petersburg, FL 33716

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Richard DeAngelis
190 112th Avenue North
Suite 1209
St. Petersburg, FL 33716

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The above managing member shall have the right to admit additional members upon the agreement in writing of the terms and conditions of such admission between the managing member and the new member.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the 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 limited liability company shall be:

Upon agreement in writing the remaining members shall have the right to continue the business.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Vino Vibe, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 1,000.00;

\$ _____

\$ 1,000.00

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Richard De Angelis
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard De Angelis
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Vinovibe, LLC.

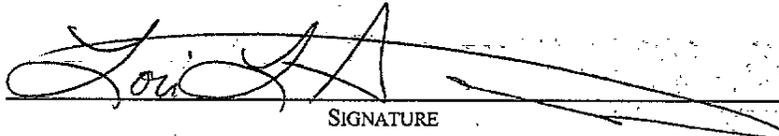
2. The name and the Florida street address of the registered agent are:

Lori L. Avery
NAME

190 112th Ave North, Suite 1209
Florida street address (P. O. Box NOT ACCEPTABLE)

St. Petersburg, FL 33716
CITY, STATE AND ZIP

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.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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