

L99000006010



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 371703 7193104

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Pizzit*

ORDER DATE : September 10, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 371703-005

CUSTOMER NO: 7193104

700002394647--5

CUSTOMER: Mr. Vito V. Florio  
MR. VITO V. FLORIO  
MR. VITO V. FLORIO  
841 N.w. 124th Avenue

Coral Springs, FL 33071

*W99-21984*

DOMESTIC FILING

NAME: CORAL FINE WINES AND LIQUORS  
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name	<b>MJH</b>
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
Vol. P. Verifier	

RECEIVED  
99 SEP 23 AM 10:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FALLS CHURCH, VA

FILED  
99 SEP 23 AM 9:39  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 23, 1999

CSC  
ATTN: JANNA WILSON

SUBJECT: CORAL FINE WINES AND LIQUORS LLC  
Ref. Number: W99000021984

We have received your document for CORAL FINE WINES AND LIQUORS LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

In Article IV. Registered Agent, and on the Designation of Registered Agent page, you refer to the company as a Corporation, and to the articles as Articles of Incorporation, however, this entity is not a corporation and the documents are titled Articles of Organization. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 299A0004662

RECEIVED  
99 SEP 23 PM 4:46  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**  
Please give original  
submission date as file date.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

CORAL FINE WINES AND LIQUORS LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 841 N.W. 124th Avenue, Coral Springs, Florida, 33071.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9501 W. McNais Road, Fort Lauderdale Florida, 33321 and the name of the initial registered agent of the limited liability company at that address is Vito V. Florio.

ARTICLE V. MANAGEMENT

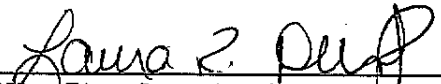
The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Member:	Vito V. Florio	841 N.W. 124th Avenue Coral Springs, FL 33071
	Elaine M. Florio	Same

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 23 AM 9:39

CORAL FINE WINES AND LIQUORS LLC hereby executes these articles  
of organization on this 23 Day of SEPTEMBER 1999.

CORPORATION SERVICE COMPANY

  
BY: Its Agent, Laura R. Dunlap  
as its agent as authorized  
representative of CORAL FINE WINES  
AND LIQUORS LLC

Dated: September 22, 1999

JKN/jjw



FAX COVER SHEET

DATE : September 16, 1999

**CORPORATE AGENTS, INC.**

Incorporation & Business Services, Inc. 1999 : MR. VITO V. FLORIO

FAX NO. : 954-720-7057

FROM : Jenny Killen

TOTAL PAGES : 2 (including cover sheet)

If you do not receive all pages, please call.

RE : CORAL FINE WINES AND LIQUORS LLC  
ORDER NO.: 371703

In order to process your Florida corporation order with you as the Registered Agent, the state of Florida requires that you sign acceptance of this responsibility.

To proceed, please send original signed form to:

The Company Corporation  
Attn: Jenny Killen  
1013 Centre Road  
Wilmington, DE 19805

Please note: The state of Florida requires an original signature, they will not accept a fax signature.

If you have any questions, please feel free to contact us.

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF Organization

Vito V. Florio, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

CORAL FINE WINES AND LIQUORS LLC

Vito V. Florio is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Vito V. Florio

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of CORAL FINE WINES AND LIQUORS LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 16 day of SEPTEMBER, 1999.

Ronald W. Hlaus  
Witness  
RONALD W. HLAUSA  
Typed or Printed Name

Vito V. Florio  
Signature  
VITO V. FLORIO  
Typed or Printed Name

Elaine M. Florio  
Witness  
ELAINE M. FLORIO  
Typed or Printed Name

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CORAL  
FINE WINES AND LIQUORS LLC deposes and says:

- 1) the above named limited liability company has at least two members YES
- 2) the total amount of cash contributed by the member(s) is \$ 50,000
- 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.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 100,000.00
- 5) the total amounts of 2, 3 and 4 is \$ 150,000.00

Vito V. Flores

Signature of a member or 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.)