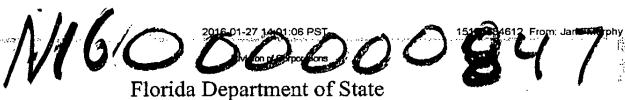


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Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations

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: (850)617-6381

From:

Account Name : LEGALZOOM.COM INC.

Account Number : I20010000062 Phone : (323)962-8600

Fax Number : (323)962-3889

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Ema11	Address:	
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FLORIDA PROFIT/NON PROFIT CORPORATION

VC Wine Club Inc.

	Certificate of Status	0
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COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: VC Wine	Club inc. (PROPOSED CORPOR	ate name – <u>Müst incl</u> i	ODE SUPPLY)	
Enclosed is an original a \$70.00 Filing Fee	and one (1) copy of the A \$78.75 Filing Fee & Certificate of Status	stricles of Incorporation and \$78.75 Filing Fee & Certified Copy	d a check for: \$87.50 Filing Fee, Certified Copy & Certificate	
		ADDITIONAL C	OPY REQUIRED	_
FROM:	Cheyenne Moseley,	LegalZoom.com, Inc. (Printed or typed)		

100 W. Broadway, Suite 100

Glendale, CA 91210 City, State & Zip

323-962-8600 ext 7625

Daytime Telephone number

bizcorefilings@legalzoom.com E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

10/23/2004 21:11

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PAGE 02

ARTICLES OF INCORPORATION In compliance with Chapter 617, F.S., (Not for Profit)

RTICLE	PRINCIPAL OFFICE		
	Principal street address 12085 Glaoler Bay Drive		Mailing activess, if different is:
	Boynton Beach, Florida 33473		
			<u> </u>
RTICLE III	PURPOSE		
	hich the corporation is organized is:		1 1 2 1 1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Please see at	_		
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RTICLE IV	MANNER OF ELECTION The marins		
	y which the directors of the corporation a		ointed will be stated in the bylaws
Name and To	INITIAL OFFICERS AND/OR DIRECTIVE: Marc Bernstein, President, Director		itie: Joyce Bernstein, Secretary, Director
Address:	12085 Glacier Bay Drive	Address:	12085 Glacier Bay Drive
	Boynton Beach, Florida 33473		Boynton Beach, Florida 33473
			
	ide: Joyce Bernstein, Treasurer, Director		tile: Jeffrey Phillips, Director
Address:	12085 Glacler Bay Drive Boynton Beach, Florida 33473	Address:	12085 Glacier Bay Drive
	DOVINENT BERGI, Florida 53473		Boynton Beach, Florida 33473
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Name and The Address:	itle:	Name and Ti	
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PTICLE VI	REGISTERED AGENT		
	rida street address (P.O. Box NOT acceptable	e) of the registered a	arcent is:
Малис :	Merc Bernstein		
Address:	12085 Glecler Bey Drive		
	Boynton Beach, Florida 33473		
	INCORPORATOR Incorporator is:		
IS CONTROL REPORT NOT	Cheyenne Moseley, Legalzoom.com.	_	
Name:		ina.	
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Attachment to Articles

VC Wine Club Inc.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(7) of the Internal Revenue Code. The Corporation is organized and shall be operated on a notfor-profit basis and exclusively for: The club is organized to bring individuals together who are interested in learning about and who are interested in tasting fine wines.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. This organization is neither organized for profit nor organized to engage in an activity ordinarily carried on for profit, and no part of the net earnings of this organization will benefit any private shareholder or individual

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

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