



THE UNITED STATES
CORPORATION
COMPANY

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00 APR 28 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 679368 121767A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : April 28, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 679368-005

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CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: GLRA WINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

Pt 4/28/00

RECEIVED
00 APR 28 PM 12:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GLRA WINE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is GLRA WINE, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 601 Elkcarn Circle Plaza, No. B-8, Marco Island, FL 34145 and the corporation's mailing address is 601 Elkcarn Circle Plaza, No. B-8, Marco Island, FL 34145.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of

Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Martin J. Genauer, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of April, 2000.



Martin J. Genauer


**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

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00 APR 28 PM 1: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLRA Wine, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

Having been named registered agent and to accept service of process for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

ALHAMBRA REGISTERED AGENTS, INC.

By: 
Martin J. Genauer, Vice President