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FILED
00 MAY 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 23, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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122.50 *78.75

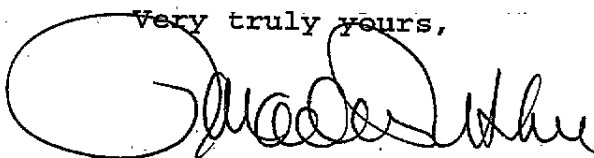
Re: The Wine Merchant of Naples, Inc.

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with our trust account check in the amount of \$122.50.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr
Enclosures

ARTICLES OF INCORPORATION
OF
THE WINE MERCHANT OF NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida Business Corporation Act.

Article I - NAME

The name of this Corporation is THE WINE MERCHANT OF NAPLES, INC.

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

12820 North Tamiami Trail
Naples, Florida 34110

Article III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

Article V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12820 North Tamiami Trail, Naples, Florida 34110, and the name of the initial registered agent of this Corporation at that address is ROBERT NEAD.

Article VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

ROBERT NEAD
12820 North Tamiami Trail
Naples, Florida 34110

Article IX - INCORPORATOR

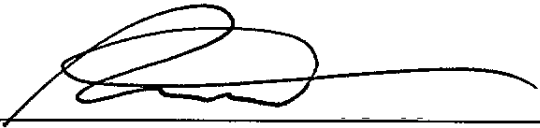
The name and address of the person signing these Articles of Incorporation are:

ROBERT NEAD
12820 North Tamiami Trail
Naples, Florida 34110

Article X - BY-LAWS

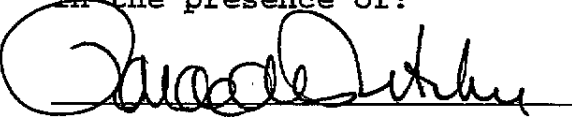
The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation this 25th day of May, 2000.



ROBERT NEAD, Incorporator

Signed, sealed and delivered
in the presence of:



* * * *

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
25th day of May, 2000, by ROBERT NEAD, who is personally known to
me (or has produced his Florida Driver's License No.
_____ as identification) and who
did/did not take an oath.

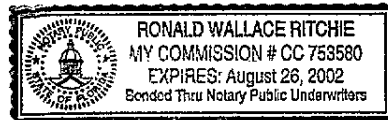
(S E A L)


NOTARY PUBLIC

Print Name - RONALD W. RITCHIE

Commission Number - _____

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **THE WINE MERCHANT OF NAPLES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Naples, County of Collier, State of Florida, has named **ROBERT NEAD**, whose address is 12820 North Tamiami Trail, Naples, Florida 34110, as its agent to accept service of process within this state.

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, 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.

DATED this 25th day of May, 2000.


ROBERT NEAD,
Registered Agent

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TALLAHASSEE, FLORIDA