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JOHN G. VEGA, P.A.

2662 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112
(941) 732-1350
(941) 732-6711 (FAX)

FILED

00 SEP 18 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 13, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for The Wine Gallery

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-09/18/00-01120-018
*****78.25 *****78.25

Dear Reader:

Please find enclosed the following:

1. Original Articles of Incorporation for The Wine Gallery, Inc. for filing
2. Check number 1102 in the amount of \$78.75 for filing fees.

If you have any questions, please feel free to contact my office at the telephone number listed above. Thank you.

Sincerely,

John Vega

JH 9/20/00

**ARTICLES OF INCORPORATION
OF**

The Wine Gallery, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of the Corporation is (the "Company") is The Wine Gallery, Inc.

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

Suite 101
800 5th Avenue South
Naples, Florida 34102

ARTICLE III

CAPITAL STOCK

The number of shares of stock that is corporation is authorized to have outstanding at any one time is 10,000.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in is: John G. Vega

The address of the Company's registered agent is:

John G. Vega, P.A.
2662 Airport Rd.
Naples, Florida 34112

ARTICLE V

INCORPORATORS

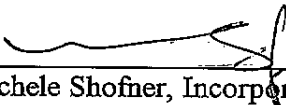
The name and street address of the incorporator to these articles of incorporation is:

Michele Shofner
Suite 101
800 5th Ave.
Naples, Florida 34102

ARTICLE VI

This corporation is formed for the purpose of operating a business or businesses of any type permitted by the laws of the State of Florida.

The undersigned has executed these articles of incorporation on this 14th day of September, 2000.



Michele Shofner, Incorporator

Certificate of Designation

Registered Agent / Registered Office

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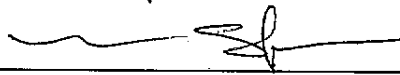
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of the corporation is The Wine Gallery, Inc.
2. The name and address of the registered agent and office is :

John G. Vega
John G. Vega, P.A.
2662 Airport Rd. South
Naples, Florida 34112

Signature



Title

MICHELE SHOEMAKER
INCORPORATOR

Date

9/14/00

Having been named as registered agent and 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 obligations of my position as registered agent.

Signature



Date

9/14/00