ATTORNEYS AT LAW

Practicing Domestic & International Patent Trademark & Copyright Law Trial and Appellate Litigation

H. WILLIAM LARSON HERBERT W. LARSON ALSO ADMITTED IN DELAWARE AND THE DISTRICT OF COLUMBIA AND REGISTERED TO PRACTICE BEFORE THE U. S. PATENT AND TRADEMARK OFFICE. (REG. NO. 21008). JAMES E. LARSON REGISTERED TO PRACTICE BEFORE THE U. S. PATENT AND TRADEMARK OFFICE (REG. NO. 37867).

11199-69th STREET NORTH LARGO, FL 33773-5504 727-546-0660 FAX 727-545-1595

BATTAGLIA, ROSS, DICUS & WEIN, P.A. TRIAL COUNSEL

October 18, 2000

*****70.00 *****70.00

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

> Incorporation of The Wine Attic, Inc. Re:

My File 1173.1

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation along with our check no. 3/052 for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.

H. William Larson

HWL/mll Enclosures

- 1.
- ARTICLES OF INCORPORATION

 OF

 THE WINE ATTIC, INC.

 The name of the corporation is The Wine Attic, Inc.

 The principal place of business and mailing address of the corporation is 1504 2. Pleasant Grove Drive, Dunedin, FL 34698.
- 3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
- 4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.
- 5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
- 6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
- 7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
- 8. The name and address of its registered office in the State of Florida is 1504 Pleasant Grove Drive, Dunedin, FL 34698.
- 9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

<u>NAME</u>

MAILING ADDRESS

Jim McClure

1504 Pleasant Grove, Dr., Dunedin, FL 34698

10. The incorporator is Jim McClure, 1504 Pleasant Grove, Dr., Dunedin, FL 34698.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true.

I, THE UNDERSIGNED, accept appointment as registered agent for the above named corporation to be formed and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.

Jim McClure, Registered Agent/Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this October 18, 2000 by Jim McClure, who presented a Florida drivers license.

Seal:

Notary Public

HERBERT WILLIAM LARSON, JR.
COMMMISSION & CC608608
EXPIRES FEB 07, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.