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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dante Pezzatini
298 N.E. 62nd Street
Miami, FL 33138

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

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-02/19/01--01080--005
*****78.50 *****78.50

Re: New Corporation

Enclosed please find the article of incorporation for WINE AND FOOD EMPORIUM, INC., along with a check in the amount of \$ 78.50 covering the filing fees and certified copy fee.

Should you have any questions or should there be any deficiencies in the documentation please contact the undersigned at Tel: 305-491-1797.

Sincerely,



*Pawz/2010/10
7v*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

WINE AND FOOD EMPORIUM, INC.

I, the undersigned subscriber to this Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **WINE AND FOOD EMPORIUM, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 100 shares of common stock of the par value of \$ 1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

PREPARED BY: Dante Pezzatini
298 N.E. 62nd Street
Miami, FL 33138
Tel. (305) 491-1797

ARTICLE VI – TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VII – 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 VIII-INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office are as follows:

DANTE PEZZATINI
298 N.E. 62nd Street
Miami, FL 33138

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is: 298 N.E. 62nd Street Miami, FL 33138. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE X – INITIAL OFFICERS/DIRECTORS

The name and street address of the person signing these articles and the name and street address of the persons who shall serve on the first Board of Directors is:

DANTE PEZZATINI, President, Treasurer, Director
298 N.E. 62nd Street
Miami, FL 33138

DANTE PEZZATINI, Vice President, Secretary, Director
298 N.E. 62nd Street
Miami, FL 33138

ARTICLE XI – INITIAL INCORPORATOR

The name and street address of the initial incorporator who is signing these articles of this corporation is as follows:

DANTE PEZZATINI
298 N.E. 62nd Street
Miami, FL 33138

ARTICLE XII – INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expense (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XIII – DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XIV – INDEBTEDNESS

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation

ARTICLE XV – AMENDMENT

This Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign written statement manifesting their intention that a certain amendment of this Article of Incorporation be made.

ARTICLE XVI – BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set
my hand and seal this 14 day of February, 2001

Dante Pezzatini

DANTE PEZZATINI

298 N.E. 62nd Street

Miami, FL 33138

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14 day of February
2001, by Dante Pezzatini, who personally appeared before me at the time of notarization
and, who is personally known to me or who has produced Florida D.L. as identification.

Manuel Garrote
NOTARY PUBLIC, State of Florida

at Large

My Commission Expires



Manuel Garrote
MY COMMISSION # CC885130 EXPIRES
January 29, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

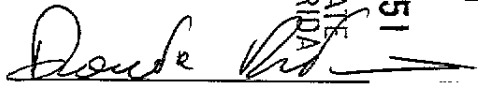
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

WINE AND FOOD EMPORIUM, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 298 N.E. 62nd Street, Miami, FL 33138, has named DANTE PEZZATINI as its agent to accept service of process within Florida.

DATED: 14th day of February, 2001.

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TALLAHASSEE FLORIDA


DANTE PEZZATINI
President, Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WINE AND FOOD EMPORIUM, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


DANTE PEZZATINI
Registered Agent