

LAW OFFICES

**JORGE SANCHEZ-GALARRAGA**  
PROFESSIONAL ASSOCIATION

1313 Ponce de Leon Boulevard, Suite 301  
Coral Gables, Florida 33134-3343  
Telephone (305) 445-5351  
Fax (305) 443-6023  
e-mail: sgalarraga@aol.com

PO10000023687

February 22, 2001

Secretary of State  
New Filing Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: K&M LIQUORS, INC.

Gentlemen:

FILED  
01 MAR -7 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8000003766858--1  
-02/26/01--01029--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

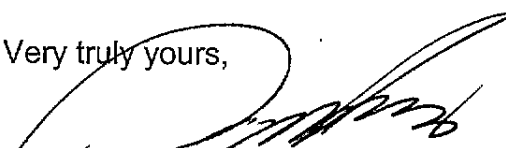
Enclosed are the following:

1. Two duplicate originals of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check in the amount of \$78.75 payable to the Secretary of State to cover your fees.

Please return the original and a certified copy of the articles of incorporation.

Thank you for your kind attention to this matter.

Very truly yours,

  
Susana Perez, Secretary to  
Jorge Sanchez-Galarraga

JSG:sp

Enclosures

Def  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 28, 2001

JORGE SANCHEZ-GALARRAGA  
1313 PONCE DE LEON BLVD STE 301  
CORAL GABLES, FL 33134-3343

SUBJECT: K&M LIQUORS, INC.  
Ref. Number: W01000004579

We have received your document for K&M LIQUORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock  
Document Specialist

Letter Number: 601A00012503

**ARTICLES OF INCORPORATION**

**OF**

**K & M LIQUORS, INC.**

FILED

01 MAR -7 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is K & M LIQUORS, INC.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

William A. Velez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

Jorge Sanchez-Galarraga  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

William A. Velez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134

**Article 7. Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is :

William A. Velez  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134

**Article 8. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

### **Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### **Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

### **Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

### **Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of  
Incorporation this 1<sup>st</sup> day of February, 2001.

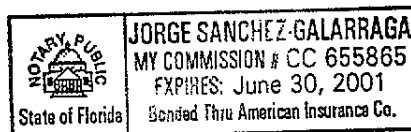
  
\_\_\_\_\_  
William A. Velez

STATE OF FLORIDA            )  
  )   ss:  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared William A. Velez, to  
me known to be the person, who executed the foregoing Articles of Incorporation, and he  
acknowledged to and before me that he executed the same.

SWORN TO AND SUBSCRIBED before me on this 1<sup>st</sup> day of February, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That K & M Liquors, 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 Miami, County of Dade, State of Florida, has named Jorge Sanchez-Galarraga, located at 1313 Ponce de Leon Boulevard, Suite 301, City of Coral Gables, County of Miami-Dade, State of Florida 33134, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



Jorge Sanchez-Galarraga  
Registered Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA