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Florida Department of State  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT CORPORATION OR P.A.

DORAL WINE & SPIRITS CO.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

01 APR 13 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

April 6, 2001

EMPIRE

SUBJECT: DORAL WINE & SPIRITS CO.  
REF: W01000007788

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
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**ARTICLES OF INCORPORATION  
OF  
DORAL WINE & SPIRITS CO.**

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**ARTICLE 1.  
CORPORATE NAME.**

The name of this corporation is **DORAL WINE AND SPIRITS CO.**

**ARTICLE 2.  
PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 6491 N.W. 112 Place Miami, Florida 33178

**ARTICLE 3.  
CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 \$1.00 par value common shares.

**ARTICLE 4.  
INITIAL REGISTERED AGENT AND OFFICE.**

The name of the initial registered agent and the address of the initial registered office is: Ira B. Price, 9100 S. Dadeland Blvd., # 1701 Miami, Florida 33156.

**ARTICLE 5.  
DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 2 directors whose name and addresses are as follows:

Jose L. Poza  
6491 N.W. 112 Place  
Miami, Florida 33178

Nancy Poza  
6491 N.W. 112 Place  
Miami, Florida 33178

Prepared by:  
Ira B. Price, Esq.  
9100 S. Dadeland Blvd. # 1701  
Miami, Florida 33156  
305-670-3030

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**ARTICLE 6.  
INCORPORATORS.**

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

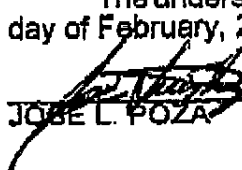
Jose L. Poza  
6491 N.W. 112 Place  
Miami, Florida 33178

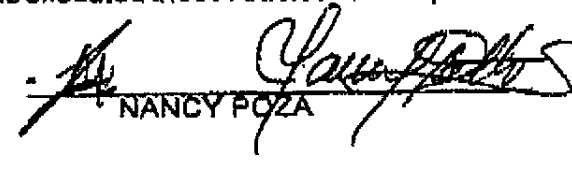
Nancy Poza  
6491 N.W. 112 Place  
Miami, Florida 33178

**ARTICLE 7.  
INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of February, 2001.

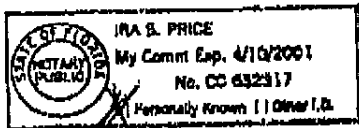
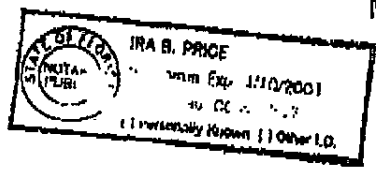
  
\_\_\_\_\_  
JOSE L. POZA

  
\_\_\_\_\_  
NANCY POZA

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, this <sup>5<sup>th</sup></sup> 16<sup>th</sup> day of <sup>APRIL</sup> February, 2001, the undersigned authority, personally appeared JOSE L. POZA and NANCY POZA, who are personally known to me or who produced Florida driver's licenses as identification and who executed the foregoing Articles of Incorporation as the incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

April 5, 2001



IRA B. PRICE

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