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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

Account Number : 076402003516

Phone : (941) 514-1000

Fax Number : (941) 594-7313

FLORIDA PROFIT CORPORATION OR P.A.**The Wine Vault of Naples, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04 (5)
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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FAX AUDIT # H010000668235

ARTICLES OF INCORPORATION
OF
THE WINE VAULT OF NAPLES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be: The Wine Vault of Naples, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

6240 Shirley Street, Unit 101
Naples, Florida 34100

ARTICLE III
PURPOSE

This Corporation is organized for the main purpose of operating a retail/wholesale wine store.

ARTICLE IV
SHARES

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$0.10 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

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**ARTICLE V
NUMBER OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Larry R. Andrews
6240 Shirley Street, Unit 101
Naples, Florida 34109

**ARTICLE VII
OFFICERS**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Peter L. Keeley, Esquire,
Grant, Fridkin, Pearson, Athan & Crown, P.A.,
Pelican Bay Corporate Centre,
5551 Ridgewood Drive, Suite 501,
Naples, Florida 34108

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: Peter L. Keeley, Esquire, Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

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



Peter L. Keeley, Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 Vault of Naples, Inc.
2. The name and address of the registered agent and office is:

Peter L. Keeley, Esquire,
Grant, Fridkin, Pearson, Athan & Crown, P.A.,
Pelican Bay Corporate Centre,
5551 Ridgewood Drive, Suite 501,
Naples, Florida 34108

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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Peter L. Keeley

Date: May 16th 2001

Wd-corp-bus\Andrew@Wine-Vault\Articles\Inc

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