

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000078090

Wine Estates International Inc

FILED
01 AUG -8 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500004525145--6
-08/08/01--01072--026
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

EFFECTIVE DATE
08-07-01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -8 PM 2:41
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

(C)

Signature _____

Requested by: _____

SK 8/8/01 2:16
Name Date Time

Walk-In _____ Will Pick Up _____

8/9

ARTICLES OF INCORPORATION
OF
WINE ESTATES INTERNATIONAL INC.

FILED
01 AUG -8 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida in accord with Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **WINE ESTATES INTERNATIONAL INC.**

ARTICLE II - DURATION

EFFECTIVE DATE
08-07-01

The term of existence of the corporation is perpetual and shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business in accord with the laws of the State of Florida for which corporations may be incorporated under the Florida General Corporation Act and further to engage in all business matters necessary and proper in connection with such practice.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Two Million (2,000,000.00) shares all of which shall be of a single class of voting common shares having a par value of One Cent (\$.01) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a pro-rata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor perform, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI - TRANSFER RESTRICTIONS

No share of stock of this corporation shall be issued or transferred to any person inconsistent with the terms and conditions contained herein. Before there can be a valid sale or transfer of any of the outstanding shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by all or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record, a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or

otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office".

5. Nothing contained hereinabove shall otherwise preclude the initial shareholders of the company per the books and records of the company, during their lifetime, from selling or conveying shares of corporate stock to direct family lineal descendants of said shareholder who are then and there of the age of majority without first offering the same to the corporation or other shareholders of record.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 144 1st Avenue South, Suite 115, St. Petersburg, Florida 33701, and the name of the initial Registered Agent of the corporation is J. Crayton Pruitt, Sr. located at the registered office at 144 1st Avenue South, Suite 115, St. Petersburg, Florida 33701.

ARTICLE VIII - DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have two (2) Directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

<u>Name</u>	<u>Address</u>
John. Crayton Pruitt Sr.	1 Beach Drive South, Apt 2605, St. Petersburg, Fl 33701
Earl T. Kiser	28 Georgetown, Fort Myers, Florida 33919

ARTICLE IV - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John Crayton Pruitt Sr.	1 Beach Drive South, Apt 2605, Petersburg, Florida, 33701

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Directors of the corporation but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained within these Articles of

Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any present or former Officer or Director, incorporator and registered agent or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors to be elected at any time multiplied by the number of shares, or by distributing those votes on the same principle among any other candidates.

ARTICLE XIV- COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XV- SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy should constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

ARTICLE XVI- DIRECTOR QUORUM AND VOTING

A majority of all the directors of the corporation shall constitute a quorum at a meeting of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

ARTICLE XVII - DIVIDENDS

Dividends may be paid to the shareholders.

ARTICLE XVIII - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

ARTICLE XIX - INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary as part of the corporation records.

ARTICLE XX - SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the corporation's shares of stock. A copy of the agreement shall be maintained at the corporate office for inspection as necessary and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the shares of stock

shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

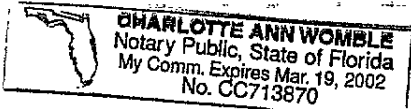
IN WITNESS WHEREOF, the undersigned has subscribed his hand this 7 day of August, 2001.

John Crayton Pruitt Sr.
JOHN CRAYTON PRUITT SR., INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John Crayton Pruitt Sr. at the time of notarization, who did take an oath and who is personally known to me, or who produced a Florida Driver's License as identification, executed the foregoing for the purpose therein contained.

WITNESS my hand and official seal in said County and State the 7 day of August, 2001.



Charlotte Ann Womble
Notary Public, State of Florida
My Commission Expires: 3/19/02
Name: Charlotte Ann Womble
Address: 144 1st Ave So Suite 115
St Petersburg, FL
33701

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office.

J. Crayton Pruitt Sr.
CRAYTON PRUITT, SR.

C:\WPDOCS\300100\WINE\ARTICLE1.INC

FILED
01 AUG -8 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA