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BASIC AMENDMENT

THE ART OF EATING, INC

Certificate of Status	0
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**KORN & ZEHMER, P.A.**  
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**TELEFAX TRANSMITTAL COVER SHEET**

*January 7, 2003*

*To: Karen Gibson, Document Specialist  
Division of Corporations, Florida Department of State*

*Number: 850-205-0380*

*From: Kelly Arnett*

*Re: The Art of Eating, Inc*

*Number of pages (including cover sheet): 8*

\*\*\*\*\*

Pursuant to your request via facsimile dated January 7, 2003, enclosed is the corrected Amended and Restated Articles of Incorporation for "The Art of Eating, Inc". Also, attached is a copy of the electronic filing cover sheet sent along with the first Amended and Restated AOI document. If you have any other questions or comments, please call.

\*\*\*\*\*

**CONFIDENTIALITY NOTE**

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Department of State 1/7/2003 9:46 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

January 7, 2003

THE ART OF EATING, INC  
1724 N PEARL ST  
JACKSONVILLE, FL 32206

SUBJECT: THE ART OF EATING, INC  
REF: P01000084910

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 current name of the entity is as referenced above. Please correct your document accordingly.

Please return 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) 245-6880.

Karen Gibson  
Document Specialist

FAX Aud. #: H03000002456  
Letter Number: 403A00000717

H030000024569

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ART OF EATING, INC**

**FILED**  
03 JAN -3 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Whereas: The Art of Eating, Inc, FEI number 593746202, Document Number P01000084910, was incorporated on August 28, 2001; these Amended and Restated Articles of Incorporation were adopted by unanimous vote of all of the shareholders who hold the voting common stock of the corporation on January 3, 2003 pursuant to Section 607.1003(6), Florida Statutes; and no other shareholders, persons or groups were entitled to vote with respect to the amendment and restatement hereof. These articles of incorporation of The Art of Eating, Inc are hereby amended and restated in order to change the name of the corporation to "Crush Wines, Inc.", and to make such other changes deemed appropriate by the shareholders of the corporation.

**ARTICLE I**

The name of this corporation shall be: Crush Wines, Inc. The principal office of the corporation is located at 1724 North Pearl Street, Jacksonville, Florida 32206.

**ARTICLE II**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III**

The total number of authorized shares of the capital stock of this corporation shall be One Thousand (1000) shares, of a single class of voting common stock, all of which shall have a par value of One Dollar (\$1.00) each. Each issued and outstanding share of common stock shall be entitled to one vote. The shareholders may, by Bylaw provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE IV**

The corporation was created on August 28, 2001, its initial filing date. This corporation shall have perpetual existence.

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**ARTICLE V**

As of the date of this Restatement, there are two directors who have qualified and who shall hold office until one or more successors are elected or appointed:

<u>Name</u>	<u>Post Office Address</u>
Erika Ware, President	1724 N Pearl Street, Jacksonville, FL 32206
Jeffrey Forrest, Vice President	1724 N Pearl Street, Jacksonville, FL 32206.

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation.

**ARTICLE VI**

The name and post office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Jeffrey T. Forrest	1724 North Pearl Street Jacksonville, Florida 32206

**ARTICLE VII**

The street address of the initial registered office of this corporation is 1724 North Pearl Street, Jacksonville, Florida 32206, and the name of the initial registered agent of this corporation at that address is Jeffrey T. Forrest.

**ARTICLE VIII**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE IX**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is vested in the shareholders who hold voting stock of the corporation.

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**ARTICLE X**


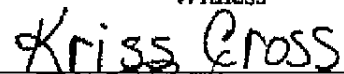


The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Section 607.0704, Florida Statutes, and the Bylaws.

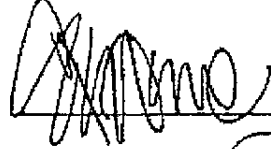
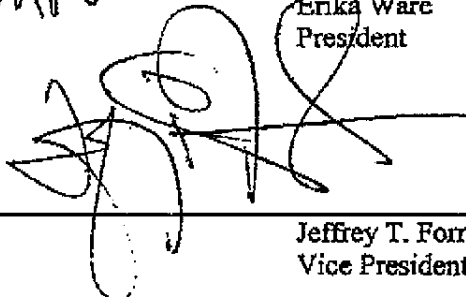
**ARTICLE XI**

The corporation elects to have preemptive rights. The preemptive right shall apply to all issuances of stock to include but not be limited to: shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; shares authorized in the articles of incorporation that are sold within six months from the effective date of incorporation and shares otherwise used for money.

THE UNDERSIGNED, Jeffrey T. Forrest and Erika Ware, being all the shareholders of all the voting common stock and all the directors of The Art of Eating, Inc, for the purpose of amending and restating the Articles of Incorporation of The Art of Eating, Inc, hereby declare and certify that the facts herein stated are true and accordingly have hereunto set their hands and seals this 3rd day of January, 2003.

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
Witness  
  
\_\_\_\_\_  
Kriss Cross  
Print Name  
  
\_\_\_\_\_  
Witness  
  
\_\_\_\_\_  
BRUCE B. MUSSER  
Print Name

  
\_\_\_\_\_  
Erika Ware  
President  
  
\_\_\_\_\_  
Jeffrey T. Forrest  
Vice President

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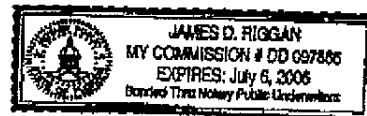
STATE OF FLORIDA       )  
COUNTY OF DUVAL       )

I certify that on this 3<sup>rd</sup> day of January, 2003, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Erika Ware, who ☐ is personally known by me or ☒ produced FLDL W600211 756310 F623438653420 as identification, and Jeffrey T. Forrest (original incorporator), who ☐ is personally known by me or ☒ produced as identification, and who are all of the shareholders that hold the voting common stock of The Art of Eating, Inc, and who constitute all of the directors of The Art of Eating, Inc, and who acknowledged that they executed these Amended and Restated Articles of Incorporation as their act and deed on behalf of The Art of Eating, Inc, and that the facts therein stated are truly set forth. GIVEN under my hand and seal of office the day and here aforesaid.

Print Name:

James D. Riggan  
JAMES D RIGGAN

Notary Public, State of Florida at Large  
My Commission Expires:  
My Commission No.:



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**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That The Art of Eating, Inc, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Amended and Restated Articles of Incorporation at Jacksonville, Duval County, State of Florida, has named Jeffrey T. Forrest as its agent to accept service of process within this state.

January 3, 2003

Date

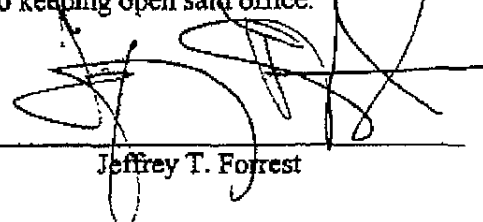
  
By: Jeffrey T. Forrest  
Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

January 3, 2003

Date

  
Jeffrey T. Forrest

CRUSH\AmdRest\OL4.02

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