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THE LAW OFFICES OF H. RICHARD BISBEE

ATTORNEY AT LAW

124 SALEM COURT, SUITE A

TALLAHASSEE, FLORIDA 32301-2810

TELEPHONE: (850) 386-5300 • FACSIMILE: (850) 656-0149

E-MAIL: [HRBLAWHSD@EARTHLINK.NET](mailto:HRBLAWHSD@EARTHLINK.NET)

September 14, 2001

**VIA HAND DELIVERY**

Department of State

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

400004588504--9

-09/14/01--01015--019

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Filing Articles of Incorporation for W.M.A.S. WINE & SPIRITS, INC.**

To Whom It May Concern:

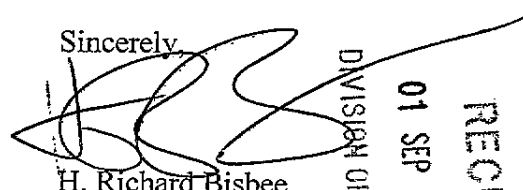
Enclosed for filing please find an original and two (2) copies of Articles of Incorporation for W.M.A.S. WINE & SPIRITS, INC.

Also enclosed is a check payable to the Florida Division of Corporations in the amount of \$78.75 for this filing.

Please return a stamped certified copy to this office in the enclosed self-addressed, stamped envelope which I have provided.

Thank you for your assistance.

Sincerely,



H. Richard Bisbee

RECEIVED  
01 SEP 14 AM 11:33  
DIVISION OF CORPORATION

HRB/lkb

Enclosures: Original plus 2 copies of Articles of Incorporation  
Check in the amount of \$78.75

Ba/14w

**ARTICLES OF INCORPORATION  
OF  
W.M.A.S. WINE & SPIRITS, INC.  
A Florida Corporation**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as Incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation ("Corporation") is W.M.A.S. Wine & Spirits, Inc.

**ARTICLE II  
CORPORATE EXISTENCE**

The existence of the Corporation shall be perpetual and begin upon the filing of the Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III  
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 3007-36 Shamrock Drive N., Tallahassee, Florida 32309.

**ARTICLE IV  
CORPORATE PURPOSES**

The purpose for which this corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida (Chapter 607, Florida Statutes). The Corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

**ARTICLE V  
SHARES**

The maximum number of shares this Corporation is authorized to issue is **ONE THOUSAND (1000)**, all of which shall be Common Shares having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The Corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and create optional rights to purchase or subscribe for shares of stock of the corporation.

Such stock may be issued and disposed of for such kind and amount of consideration and to such persons and friends, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable, and subject to the unanimous approval of all Shareholders entitled to vote.

#### **ARTICLE VI REGISTERED OFFICE**

The initial street address of the Corporation's registered office is 124 Salem Court, Suite A, Tallahassee, Florida 32301-2810. The initial registered agent for the Corporation at that address is **H. RICHARD BISBEE, ATTORNEY AT LAW.**

#### **ARTICLE VII BOARD OF DIRECTORS**

The initial Board of Directors shall consist of no greater than five (5) members. 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 in no event shall be less than one. The names and address of the persons who will serve on the initial Board of Directors are:

<b>NAME</b>	<b>ADDRESS</b>
William F. Martin	3007-36 Shamrock Drive N. Tallahassee, Florida 32309
Margaret Ann Martin	3007-36 Shamrock Drive N. Tallahassee, Florida 32309
Andrei V. Shiriaev	2039 North Meridian Road, Apt. No. 174 Tallahassee, Florida 32303

**ARTICLE VIII  
SIGNATORIES TO ARTICLES OF INCORPORATION**

The names and street addresses of the persons signing these Articles of  
Incorporation are:

NAME	ADDRESS
William F. Martin	3007-36 Shamrock Drive N. Tallahassee, Florida 32309
Margaret Ann Martin	3007-36 Shamrock Drive N. Tallahassee, Florida 32309
Andrei V. Shiriaev	2039 North Meridian Road, Apt. No. 174 Tallahassee, Florida 32303
Clayton H. Russell	8020 Lantern Light Tallahassee, Florida 32312

**ARTICLE IX  
OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and any other officers and assistant officers as may be deemed necessary, and as shall be approved, by the Board of Directors. Any two or more offices may be held by the same person. The initial officers of the Corporation shall be: President: William F. Martin; Vice-President and Secretary: Andrei V. Shiriaev; Treasurer: Margaret Ann Martin.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE XI  
AMENDMENT AND BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of the Corporation, to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the Bylaws of the Corporation.

Whenever the vote of shareholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be give to all shareholders of the taking of corporate action without a meeting.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein granted are subject to these reservations.


## ARTICLE XII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 13 day of September, 2001.

Signature:   
Incorporator

Printed Name: **WILLIAM F. MARTIN**

Signature:   
Incorporator

Printed Name: **MARGARET ANN MARTIN**

Signature:   
Incorporator

Printed Name: **ANDREI V. SHIRIAEV**

Signature:   
Incorporator

Printed Name: **CLAYTON H. RUSSELL**

STATE OF FLORIDA  
COUNTY OF LEON

Sworn to and subscribed before me this 13 day of September, 2001, by  
**WILLIAM F. MARTIN**, ( ) to me known; (X) who produced the following  
identification: FLDLM635-926-33-00-0



Stacy A. Mizell  
Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned Name of Notary Public

STATE OF FLORIDA  
COUNTY OF LEON

Sworn to and subscribed before me this 13 day of September, 2001, by  
**MARGARET ANN MARTIN**, ( ) to me known; (X) who produced the following  
identification: FLDLM635-561-41720-0



Stacy A. Mizell  
Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned Name of Notary Public

STATE OF FLORIDA  
COUNTY OF LEON

Sworn to and subscribed before me this 13 day of September, 2001, by  
**ANDREI V. SHIRIAEV**, ( ) to me known; or (X) who produced the following  
identification: FLDLS610018661750



Stacy A. Mizell  
Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned Name of Notary Public

STATE OF FLORIDA  
COUNTY OF LEON

Sworn to and subscribed before me this 14<sup>th</sup> day of September, 2001, by  
**CLAYTON H. RUSSELL**, ( ) to me known; or (X) who produced the following  
identification: FLDLR24010848110



Linda K. Blair  
MY COMMISSION # DD020919 EXPIRES  
April 26, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

Linda K. Blair  
Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned Name of Notary Public

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **W.M.A.S. WINE & SPIRITS, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Signature: \_\_\_\_\_

Printed Name H. Richard Bisbee

And Address: Attorney at Law

124 Salem Court, Suite A

Tallahassee, Florida 32301-2810

(850) 386-5300

Date: September 13, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP 14 AM 11:40

APPROVED  
AND  
FILED