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LAW OFFICES OF J. BLAN TAYLOR

ATTORNEY AT LAW

FILED  
01 OCT 16 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2272 AIRPORT ROAD SOUTH  
SUITE 101  
NAPLES, FLORIDA 34112  
TELE. NO.: (941) 775-3611  
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EMAIL: JBT LAW @ AOL.COM

October 10, 2001

Florida Dept. of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200004638622--1  
-10/16/01--01050--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Naples Wine Club, Inc.

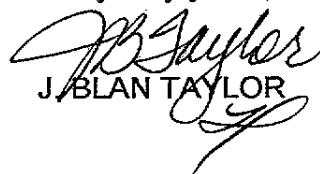
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and a Certificate of Designation of Registered Agent/Registered Office for the above-named corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fees for incorporation of Naples Wine Club, Inc.

Please forward the receipt of filing to the undersigned at the address listed above.

Thank you for your assistance.

Very truly yours,

  
J. BLAN TAYLOR

Imm  
cc: Indicated Above

D. BROWN OCT 17 2001

**ARTICLES OF INCORPORATION  
OF  
NAPLES WINE CLUB, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation shall be:        NAPLES WINE CLUB, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2272 Airport Road South, Suite 101, Naples, FL. 34112

**ARTICLE III - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES @ ONE (\$1.00) DOLLAR PER SHARE

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

J. BLAN TAYLOR, ESQUIRE  
2272 Airport Road South, Suite 101  
Naples, Florida 34112

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

SAM FOGGIN  
c/o 2272 Airport Road South, Suite 101, Naples, FL 34112

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this the 5th day of October, 2001.

  
\_\_\_\_\_  
Signature, SAM FOGGIN

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
**01 OCT 16 PM 4:55**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: NAPLES WINE CLUB, INC.
2. The name and address of the registered agent and office is:

J. BLAN TAYLOR, ESQUIRE  
2272 Airport Road South, Suite 101  
Naples, Florida 34112

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.

  
J. BLAN TAYLOR

DATED: 10/5/01