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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 14, 2001

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Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation - Vino Partners, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation for Vino Partners, Inc. together with our check in the amount of \$78.75 for the filing/recording fees as well as a certificate of status.

If you have any questions with respect to this matter, please feel free to contact the undersigned at your convenience.

Very truly yours,


John A. Leklem

JAL/cj

Enclosures: Articles of Incorporation
Check (\$78.75)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VINO PARTNERS, INC.

Article I

NAME: The name of this corporation will be Vino Partners, Inc.

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of this corporation will be: 400 Park Avenue South, Suite 120, Winter Park, Florida 32789.

Article III

PURPOSE: The purpose of this corporation is to sell wine and related products and any other purpose authorized by law.

Article IV

POWERS: The corporation will have and exercise any and all powers, rights and privileges which a corporation organized under the Corporation Law of the State of Florida by law may now or hereafter have or exercise, including, but not limited to the following:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it to or in any manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833, Florida Statutes.

- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises and income;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by the Florida Corporation Act within or without the State of Florida;
- (10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (11) To make and amend bylaws, consistent with its articles of incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for scientific, charitable or educational purposes;
- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or does any other act consistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, profit-sharing plans, bonus plans and other benefit plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of the stock owned by the shareholder or by the spouse or children of the shareholder;
- (17) To be a promoter, incorporator, partner, member, associate, or managers of any corporation, partnership, joint venture, trust or other entity; and
- (18) To do any other act within the law to further the purposes and affairs of the corporation.

Article V

AUTHORIZED SHARES:

- (1) The corporation is authorized to have 1,000 shares of common stock having a par value of \$0.01 per share.
- (2) Transfer of Shares: Shares of stock shall not be transferred or sold until the board of directors approves such transfer or sale.

Article VI

BYLAWS: The affairs of this corporation shall be governed by those Bylaws adopted by the Board of Directors and as amended from time to time.

Article VII

EFFECTIVE DATE: The date of filing with the Department of State shall be the Effective Date.

Article VIII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS: The name and office street address of the initial registered agent is: Adam Chilvers, 400 Park Avenue South, Suite 120, Winter Park, Florida 32789.

Article IX

INCORPORATOR: The name and address of the incorporator is: Adam Chilvers, 400 Park Avenue South, Suite 120, Winter Park, Florida 32789.

Article X

INITIAL BOARD OF DIRECTORS:

- (1) The name and address of each member of this corporation's initial Boards of Directors are: Adam Chilvers, 400 Park Avenue South, Suite 120, Winter Park, Florida 32789.
- (2) The affairs of this corporation will be managed by a Board of Directors and the number of directors may be changed by amendment of the By-Laws of the

corporation.

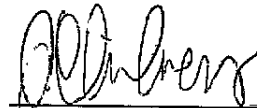
ARTICLE XI

OFFICERS AND THEIR DUTIES: The officers of this corporation shall be a president, secretary and treasurer, who may be the same person and who may be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Article XII

AMENDMENT OF ARTICLES OF INCORPORATION: The corporation reserves the right to amend, add to, or repeal any provision contained herein in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

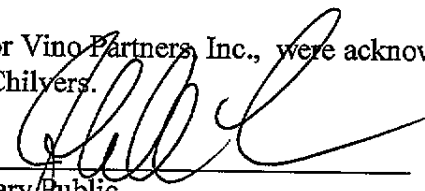
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this corporation, has executed these Articles of Incorporation this 9th day of November 2001.



ADAM CHILVERS, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation for Vino Partners, Inc., were acknowledged before me this 9th day of November 2001, by Adam Chivers.


Notary Public

Printed Commission Name

Commission Expiration



John A. Leklem

My Commission CC996146

Expires January 23, 2005

Personally known ✓ OR produced identification N/A

Type of Identification produced:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

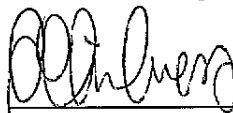
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Vino Partners, Inc.
2. The name and address of the registered agent and office is: Adam Chilvers, 400 Park Avenue South, Suite 120, Winter Park, Florida 32789.
3. Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, by my signature below, 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.

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Adam Chilvers
Registered Agent