

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

P02000035808

March 25, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

000005171580--3
-03/27/02--01040-016
*****78.75 *****78.75

RE: Thirsty's Liquors, Inc.


Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing regarding the above-referenced matter. Also enclosed is our check in the amount of \$78.75 to cover the cost of the following services:

- | | |
|---|----------------|
| 1. Filing fee for corporation | \$35.00 |
| 2. Registered Agent Designation | \$35.00 |
| 3. One certified copy of the Articles of
Incorporation (not exceeding 8 pages) | \$ <u>8.75</u> |
| | \$78.75 |

If you have any questions, please do not hesitate to contact my office.

Sincerely,



Jack R. St. Arnold

JRS/sh
Enclosures

FILED
02 MAR 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FL 32314

OK 4/3

ARTICLES OF INCORPORATION

OF

THIRSTY'S LIQUORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Thirsty's Liquors, Inc.

ARTICLE II LOCATION

The location of this corporation shall be:

1023 Florida Ave.
Palm Harbor, FL 34683

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Pinehurst Road, Dunedin, FL 34698, and the name of the initial registered agent of this corporation at that address is Jack R. St. Arnold.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have three (3) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Thomas Price	Brian St. Arnold	Michael Flowers
1023 Florida Ave.	1023 Florida Ave.	1023 Florida Ave.
Palm Harbor, FL 34683	Palm Harbor, FL 34683	Palm Harbor, FL 34683

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

PRESIDENT:	Thomas Price
SECRETARY:	Michael Flowers
TREASURER:	Brian St. Arnold

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. Of Shares</u>
Thomas Price	1023 Florida Ave., Palm Harbor, FL 34683	500
Michael Flowers	1023 Florida Ave., Palm Harbor, FL 34683	500
Brian St. Arnold	1023 Florida Ave., Palm Harbor, FL 34683	500

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

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

ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 25th day of March, 2002.



Thomas Price



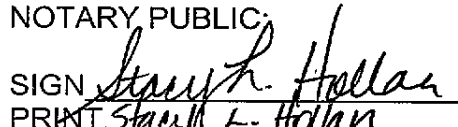
Michael Flowers


Brian St. Arnold

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25th day of March, 2002, by Thomas Price, who is personally known to me or who has produced NA as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

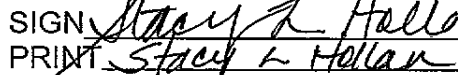
SIGN 
PRINT Stacy L. Hollan
State of Florida at Large (Seal)
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25th day of March, 2002, by Michael Flowers, who is personally known to me or who has produced NA as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

SIGN 
PRINT Stacy L. Hollan
State of Florida at Large (Seal)
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25th
day of March, 2002, by Brian St. Arnold, who is personally known to me
or who has produced NA as identification and who did take an
oath, and acknowledged to and before me that he has executed the foregoing instrument
for the purposes therein expressed.

NOTARY PUBLIC:



SIGN Stacy L. Hollan
PRINT Stacy L. Hollan
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes to the proper and complete performance
of my duties.

Jack R. St. Arnold

FILED
02 MAR 27 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA