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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

VinoVibe, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
VINOVIBE, INC.**

ARTICLE I - NAME

The name of this corporation is VinoVibe, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 601 McRorie Street, Lakeland, Florida 33803, and the mailing address of this corporation is 601 McRorie Street, Lakeland, Florida 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock that the corporation shall have the authority to issue is 20,000 shares of common stock, of which 10,000 shares shall be designated Class A common shares with a par value of \$1.00 per share (referred to herein as the "Class A Common Stock") and of which 10,000 shares shall be designated Class B common shares with a par value of \$1.00 per share (referred to herein as the "Class B Common Stock"). The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of cash, property, interests in property or any other form deemed satisfactory to the board of directors if, in the judgment of the board of

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directors, such consideration has a value equivalent to or greater than the full par value of the shares.

The Class A Common Stock and the Class B Common Stock shall each have the same preferences, limitations and relative rights **(including, without limitation, identical rights to distribution and liquidation proceeds)** with the sole exception that only shares of the Class A Common Stock shall have voting rights and no shares of the Class B Common Stock shall have voting rights. All shares of the Class B Common Stock shall be plainly stamped "Non-Voting". The holders of the shares of the Class B Common Stock shall not be entitled to notice of any meetings of shareholders and shall not be entitled to vote upon any matter whatsoever which may be presented and decided upon at any meeting of the shareholders. However, the record holders of shares of the Class B Common Stock shall be entitled to participate share for share with the record holders of shares of the Class A Common Stock in any dividends or distributions in liquidation which may hereafter be declared and paid or otherwise made by the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 601 McRorie Street, Lakeland, Florida 33803 and the name of the initial registered agent of this corporation at that office is Richard DeAngelis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but

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shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Richard DeAngelis
601 McRorie Street
Lakeland, Florida 33803

Joseph Davis
4946 Oldham Street
Sarasota, Florida 34238

Robert Sprowls
330 Fort Pickens Road
Unit 5 E
Pensacola Beach, Florida 32561

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
Gray, Harris & Robinson, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of June, 2002.

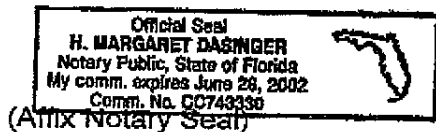

ROBERT J. BERTRAND, Incorporator

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STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 18th
day of June, 2002, by Robert J. Bertrand, who is personally known to me.



H. Margaret Dasinger
H. Margaret Dasinger,
NOTARY PUBLIC,
State of Florida at Large
Print name: H. Margaret Dasinger

My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Richard DeAngelis
RICHARD DEANGELIS

DATE: June 18, 2002

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