

TRANSMITTAL LETTER

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

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-06/26/02--01054--021
*****78.75 *****78.75

SUBJECT: Thomson + Rainville Acquisitions / Wine Cellar, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Mark Taylor
Name (Printed or typed)

8375 Baymeadows Way
Address

Jacksonville, FL 32256
City, State & Zip

(904) 737-0404
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 JUN 26 AM 8:45

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
Of
Thomson & Rainville Acquisitions/Wine Cellar, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation shall be Thomson & Rainville Acquisitions/Wine Cellar, Inc.

ARTICLE II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 6 D Street St. Augustine, FL 32080.

ARTICLE III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 6 D Street St. Augustine, FL 32080 and the initial registered agent at that office is Charlyn Rainville .

ARTICLE V
Incorporator

The name and street address of the incorporator of this corporation are:

Charlyn Rainville
6 D Street
St. Augustine, FL 32080

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TALLAHASSEE FLORIDA

ARTICLE VI

Duration

This corporation shall exist perpetually.

ARTICLE VII

Purposes

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE VIII

Directors

(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

Charlyn Rainville
6 D Street
St. Augustine, FL 32080

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHERE OF, the incorporator has executed these Articles of Incorporation the 25 day of June 2002.

Charlyn Rainville
Name

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

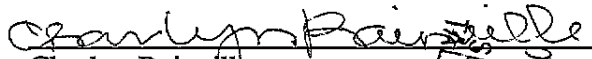
Thomson & Rainville Acquisitions/Wine Cellar, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Charlyn Rainville as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 6 D Street St. Augustine, FL 32080.

DATED this 25 day of June, 2002.


Charlyn Rainville, Director

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 25 day of June, 2002.


Charlyn Rainville

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