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TROIANO & ROBERTS, P.A.

ATTORNEYS AT LAW

317 SOUTH TENNESSEE AVENUE

LAKELAND, FLORIDA 33801-4617

CLYDE L. ROBERTS (1927-1971)

D. A. TROIANO

VICTOR J. TROIANO

NICHOLAS J. TROIANO

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAKELAND, FLORIDA 33802-0829

TELEPHONE (863) 686-7136

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September 25, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: XYZ Liquor #2, Inc. (proposed corporate name)

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation. I have also enclosed a check in the amount of \$78.75 to cover your filing fees, resident agent fee and certified copy fee.

Please return a certified copy of the Articles of Incorporation to me as soon as possible. If you have any questions, please do not hesitate to contact me.

Sincerely,



D. A. Troiano

/p
Enclosures

cc: XYZ Liquor #2, Inc.

CB 10-3

ARTICLES OF INCORPORATION
OF
XYZ LIQUOR #2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of said corporation.

ARTICLE I

NAME

The name of this corporation shall be **XYZ LIQUOR #2, INC.**, and its principal place of business shall be in the City of Lakeland, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSES

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, as a subsidiary of XYZ Liquor, Inc., a Florida Corporation, shall be as follows:

1. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to engage in any activity or business authorized under the Florida Statutes.

2. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to, in general, carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to engage in the operation and management of a liquor store or stores and/or cocktail lounge or lounges for the purpose of selling beer, wine, distilled spirits, beverages, intoxicating liquors, and such other commodities and sundry merchandise as are usually sold in package liquor stores and/or cocktail lounges.

4. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any

service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

6. As a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation shall be able to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, as a subsidiary of XYZ Liquor, Inc., a Florida Corporation, this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, it shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of 1,000 shares of stock with \$1.00 par value, with 100 shares of said stock initially being issued to XYZ LIQUOR, INC., A Florida Corporation. The capital stock shall be sold, assigned, issued, and transferred only in accordance with the Bylaws of the corporation as the corporation may from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of XYZ Liquor, Inc., a Florida Corporation, the initial shareholder of this corporation. This article

may be amended from time to time in the Bylaws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of Lakeland, County of Polk, State of Florida, and the mailing address of said principal office of the corporation shall be 807 North Florida Avenue, Lakeland, Florida 33801.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have the same board of directors initially as that of XYZ Liquor, Inc., a Florida Corporation, to-wit, Lionel J. Auger and Sherman M. Auger. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the Bylaws, shall be the same Board of Directors as reflected in that certain corporation known as XYZ

Liquor, Inc., a Florida. Said Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lionel J. Auger	807 North Florida Avenue Lakeland, Florida 33801
Sherman M. Auger	807 North Florida Avenue Lakeland, Florida 33801

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 807 North Florida Avenue, Lakeland, Florida 33801, and the name of the initial registered agent at that office is Lionel J. Auger.

ARTICLE X

INCORPORATORS

The name and post office address of the incorporator signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
XYZ Liquor, Inc., A Florida Corporation signed by its officers and directors, to-wit, Lionel J. Auger and Sherman M. Auger.	807 North Florida Avenue Lakeland, Florida 33801

ARTICLE XI

OFFICERS

The officers of the corporation shall be elected at the organizational meeting of the incorporators and directors.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent of all of the shareholders or unless first offered to the remaining shareholders or to the corporation, or without the approval and consent of all of the shareholders of XYZ Liquor, Inc., a Florida Corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction of the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provision herein contrary to such Agreement.

ARTICLE XIII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation, the same of which shall be managed and conducted by the Board of Directors of XYZ Liquor, Inc., a Florida Corporation:

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in which he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

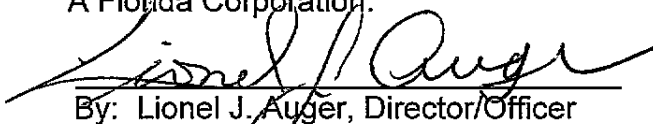
In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.


Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any Bylaws, agreement, vote of stockholders, or otherwise.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of XYZ LIQUOR #2, INC., a wholly-owned subsidiary of XYZ LIQUOR, INC., a Florida Corporation.

WITNESS our hands and seals this 27 day of September, 2002.

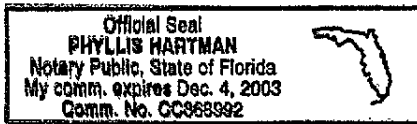
XYZ LIQUOR, INC.,
A Florida Corporation.

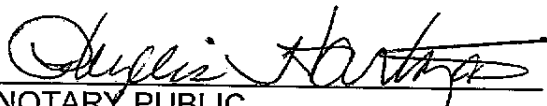

By: Lionel J. Auger, Director/Officer


By: Sherman M. Auger, Director/Officer

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 27 day of September, 2002, by Lionel J. Auger and Sherman M. Auger, as Directors and Officers of XYZ Liquor, Inc., a Florida Corporation, who executed this instrument for the purposes therein expressed.




NOTARY PUBLIC
Printed Name: **PHYLLIS HARTMAN**
My Commission No.:
My Commission Expires:

[seal]

☒ Personally known ☐ Produced _____ as identification

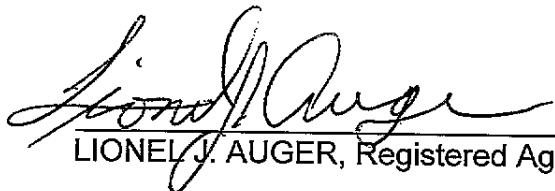
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **XYZ LIQUOR #2, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 807 North Florida Avenue, Lakeland, Florida 33801, has named LIONEL J. AUGER located at 807 North Florida Avenue, Lakeland, Florida 33801, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


LIONEL J. AUGER, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA