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Florida Department of State
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

wineworks, inc.

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**ARTICLES OF INCORPORATION
OF
WINEWORKS, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

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ARTICLE I

The name of this corporation shall be: **WINEWORKS, Inc.**

ARTICLE II

This corporation shall commence its existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature if the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do:

1. transact any and all lawful business.
2. Said corporation shall further have powers:
 - (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed.
 - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
 - (e) To sell, mortgage, pledge, create a security interest in, lease, transfer and otherwise dispose of all or any part of its property and assets;
 - (f) To lend money to its officers and/or employees.
 - (g) To make contracts and guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income;
 - (h) To lend money and take and hold real or personal property as security of the payment of funds so loaned

WINEWORKS, Inc.
Articles of Incorporation

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- (i) To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;
- (j) To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;
- (k) To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of the State of Florida;
- (l) To have and exercise all the powers necessary to effect its purpose;

ARTICLE IV

- The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual per value of \$.01.
- The sum of the par value of all shares stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.
- The holders of the outstanding shares of the stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.
- The corporation's share of stock will not be divided into classes.
- The corporation is not authorized to issue shares of stock in the series.

ARTICLE V

The initial principle place of the business for the corporation shall be at 1799 South Federal Hwy. Boca Raton Florida 33432, and this shall be the corporations initial mailing address.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 1799 South Federal Hwy. Boca Raton Florida 33432, and the name of the initial registered agent of the corporation at such address is Alvaro Salazar.

ARTICLE VII

The initial board of directors shall consist of at least one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may be increased from time to time as determined by the By-Laws of the corporation. The initial members of the board of directors are:

WINEWORKS, Inc.
Articles of Incorporation

Alvaro Salazar
1799 South Federal Hwy. Boca Raton Florida 33432

Fernando Morales
1799 South Federal Hwy. Boca Raton Florida 33432

Ilda Salazar
1799 South Federal Hwy. Boca Raton Florida 33432

Martha Morales
1799 South Federal Hwy. Boca Raton Florida 33432

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Alvaro Salazar of 1799 South Federal Hwy. Boca Raton Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of October 2002.



Alvaro Salazar, as Incorporator and
subscriber

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STATE OF FLORIDA

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

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office and registered agent in the state of Florida.

- I The name of the corporation is: WINEWORKS, Inc.
- II The name and address of the registered agent and office is:

Alvaro Salazar
1799 South Federal Hwy.
Boca Raton Florida 33432

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

BY:


Alvaro Salazar

Dated: October 8, 2002

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Articles of Incorporation

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