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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

FALSTAFF'S LIQUOR DISTRIBUTORS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FALSTAFF'S LIQUOR DISTRIBUTORS, INC.

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Law of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be: FALSTAFF'S LIQUOR DISTRIBUTORS, INC., here and after referred as the corporation.

ARTICLE II
NAME & ADDRESS OF REGISTERED AGENT

Its principal office shall be located at 7369 N.W. 34 STREET, MIAMI, FLORIDA . 33122, its Registered Agent shall be : LUIS ENRIQUE CADENA.

ARTICLE III
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all the things herein after mentioned, as fully and to the same extent as natural persons might or could, viz.

A.- To carry on business in the United States of North America or any foreign Country of Countries, to buy, sell, export, import, and distribute liquors, as well as lease, sublease, hold, procure, transport / couriers, manufacture, acquire and deal generally, both as principal, and/or agent in any part of the world.

Prepared by:
Y & A Professional Service, Inc.
(305) 971-3340
12350 S.W. 132 Ct. #207
Miami, Florida 33186

**ARTICLE IV
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of **ONE HUNDRED (100)** shares of \$10.00 dollars per value for incorporation purposes, each share will have a nominal value set at **TEN DOLLARS (\$10.00)** per share as consideration. Said shares of common stock to have \$10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of the U.S.A. in property, labor or services at the fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

**ARTICLE V
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than **ONE THOUSAND DOLLARS (1000.00)**

**ARTICLE VI
TERM OF EXISTENCE**

The Corporation shall have perpetual existence. -----

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following. -----

NAME	ADDRESS	TITLE
LUIS ENRIQUE . CADENA	10938 NW 40 TER. MIAMI, FL. 33178	PRESIDENT
JUAN PABLO CADENA	4881 NW 100 CT. MIAMI, F. 33178	VICE-PRESIDENT
ANATILDE CASAS DE CADENA	10938 NW 40 TER. MIAMI, FL. 33178	SECRETARY
JUAN MANUEL SANCHEZ	520 BRICKELL KEY DR. 0-428 MIAMI, FL. 33131	TREASURER

ARTICLE VIII
SUBSCRIBERS

NAME	TITLE	SHARES
LUIS ENRIQUE CADENA	PRESIDENT	-77.5%-
JUAN PABLO CADENA	VICE-PRESIDENT	- 7.5%-
ANATILDE CASAS DE CADENA	SECRETARY	- 7.5%-
JUAN MANUEL SANCHEZ	TREASURER	- 7.5%-

ARTICLE IX
BY - LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By - Laws which shall be adopted by stockholder of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the board of Directors of the Corporation

IN WITNESS WHEREOF, The undersigned have made and signed these Articles of Incorporation at Miami, Florida County of Dade. -----


LUIS ENRIQUE CADENA
PRESIDENT


ANATILDE CASAS DE CADENA
SECRETARY

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

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

1. - The name of the corporation is:

FALSTAFF'S LIQUOR DISTRIBUTORS, INC.

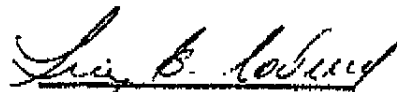
2. - The name and address of the registered agent and office is:

**LUIS ENRIQUE CADENA
7369 NW 34 STRETT
MIAMI, FL. 33122**

Signature: 

**LUIS ENRIQUE CADENA
PRESIDENT**

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 HEREBY 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



**LUIS ENRIQUE CADENA
Registered Agent**