

**Electronic Articles of Incorporation
For**

**P02000122456
FILED
November 15, 2002
Sec. Of State**

CELLARS WINE & SPIRITS WAREHOUSE, INC.

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

Article I

The name of the corporation is:

CELLARS WINE & SPIRITS WAREHOUSE, INC.

Article II

The principal place of business address:

2763 NE 17TH STREET
FORT LAUDERDALE, FL. 33305

The mailing address of the corporation is:

2763 NE 17TH STREET
FORT LAUDERDALE, FL. 33305

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

STEPHEN R MORSE
2763 NE 17TH STREET
FORT LAUDERDALE, FL. 33305

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: STEPHEN R. MORSE

Article VI

The name and address of the incorporator is:

STEPHEN R. MORSE
2763 NE 17TH STREET
FORT LAUDERDALE, FL 33305

Incorporator Signature: STEPHEN R. MORSE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
STEPHEN R MORSE
2763 NE 17TH STREET
FORT LAUDERDALE, FL. 33305

Title: CEO
GARY L STEWART
2869 NE 28TH STREET
FORT LAUDERDALE, FL. 33306

Article VIII

The effective date for this corporation shall be:

11/15/2002