

P02000126878

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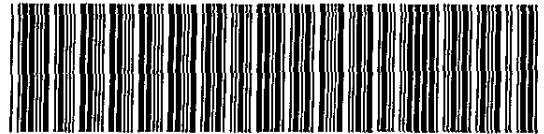
Alex umpierrez <sup>2</sup>GAVE

AUTHORIZATION BY PHONE TO

CORRECT corp name

DATE 12-3-02

DOC. EXAM g



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FILED  
02 NOV 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

**SUBJECT:** FRENCH WINE TRADERS INCORPORATED  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

**FROM:** ALEX UMPIERREZ  
Name (Printed or typed)

P.O.BOX 414712  
Address

MIAMI BEACH FLORIDA 33141  
City, State & Zip

305-867-0271  
Daytime Telephone number

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

# ARTICLE OF INCORPORATION OF

## FRENCH WINE TRADERS INCORPORATED

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby from a Corporation for profit under Chapter 607 of Florida Statutes.

### ARTICLE 1 - NAME

INCORPORATED

The name of the Corporation is FRENCH WINE TRADERS, (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is P.O.BOX 414712 Miami Beach Florida 33141 and the mailing address is the same.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is 7500 COLLINS AVE #31 Miami Beach Florida 33141 whose address shall be the same as the principal office of the Corporation.

### ARTICLE 5 OFFICERS

The officer of the Corporation shall be:

PRESIDENT: ALEX UMPIERREZ.

Whose addresses shall be the same as the principal office of the Corporation.

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02 NOV 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE 6 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

ALEX UMPIERREZ

Whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 CORPORATE CAPITALIZATION**

7.1 The maximum number of the shares that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00)

7.2 All Holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provide, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or Reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 – SHAREHOLDERS RESTRICTIVE AGREEMENT**

All of the share of stock of this Corporation may be subject to a Shareholders Restrictive agreement containing numerous restriction on the rights of the shareholders of this Corporation and transferability of the shares of stock of the Corporation. A copy

of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 10 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence

### **ARTICLE 11 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is P.O.BOX 414712, Miami Beach Florida 33141. The name and address of the registered agent of this Corporation is Alex Umpierrez 7500 Collins Ave Suite 31 Miami Beach Fl 33141 Mailing address P.O.Box 414712 Miami Beach Florida 33141.

### **ARTICLE 13 BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote numbers of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 EFFECTIVE DATE**

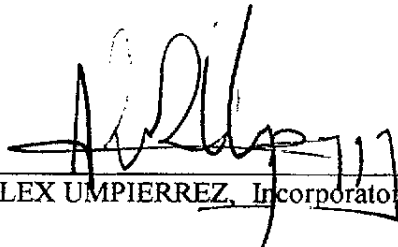
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribe or permitted by the provisions of any applicable statute of

the State of Florida, and rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledge and filed foregoing Articles of Incorporation under the laws of the State of Florida this October 22<sup>nd</sup> 2002

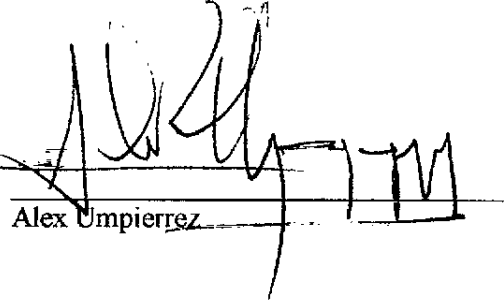
  
ALEX UMPIERREZ, Incorporator

FILED  
02 NOV 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Alex Umpierrez having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of the Registered Agent under the applicable provision of the Florida Statutes.

Alex Umpierrez office

  
Alex Umpierrez