

**Electronic Articles of Incorporation
For**

P02000132710
FILED
December 19, 2002
Sec. Of State

BAIRES FOOD & WINES, 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:

BAIRES FOOD & WINES, INC.

Article II

The principal place of business address:

552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139

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:

1000

Article V

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

JOSE L ARZOLA
552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139

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

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Registered Agent Signature: JOSE LUIS ARZOLA

Article VI

The name and address of the incorporator is:

JOSE LUIS ARZOLA
552 MICHIGAN AVENUE
MIAMI BEACH, FL 33139

Incorporator Signature: JOSE LUIS ARZOLA

Article VII

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

Title: P
JOSE L ARZOLA
552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139

Title: VP
JOSE L ARZOLA
552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139

Title: S
JOSE L ARZOLA
552 MICHIGAN AVENUE
MIAMI BEACH, FL. 33139