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FLORIDA PROFIT CORPORATION OR P.A.

mg liquors, inc.

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**ARTICLES OF INCORPORATION
OF
MG LIQUORS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

MG LIQUORS, INC.

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**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office is located at 3300 North 29th Avenue, #102, Hollywood, Florida 33020.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

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ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 3300 North 29th Avenue, Suite 102, Hollywood, Florida 33020, and the initial registered agent of the Corporation at that address shall be Gary Hacker.

ARTICLE V

INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is:

Gary Hacker
3300 North 29th Avenue
Suite 102
Hollywood, Florida 33020

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 24
day of December 2002.


GARY HACKER
Incorporator

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be managed by Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The initial President, Secretary and Director of the Corporation is Mariel Gilyard, whose address is 3300 North 29th Avenue, Suite 102, Hollywood, Florida 33020. The Officers of the

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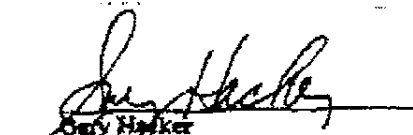
Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall be elected by in a manner as provided for in the By-Laws of the Corporation.

THE UNDERSIGNED, named as registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


 Gary Harker
 Registered Agent

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