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2003 JAN 29 01:59

FILED

2/5/03

TRANSMITTAL LETTER

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2003 JAN 29 PM 1:59

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

STATE  
TALLAHASSEE, FL 32314

WINE RACK, INC.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

MICHAEL R. FLESHMAN

\_\_\_\_\_  
Name (printed or typed)

5461 OAKRIDGE DRIVE

\_\_\_\_\_  
Address

PALM HARBOR, FL 34685

\_\_\_\_\_  
City, State & Zip

727-726-2399 CELL 727-492-3806

\_\_\_\_\_  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**WINE RACK, INC.**

**FILED**

2003 JAN 29 PM 1:59

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

*The undersigned Incorporator(s), for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the Corporation shall be

Wine Rack, Inc.

**ARTICLE II PRINCIPLE OFFICE**

The principle place of business and registered office is  
5461 Oakridge Drive, Palm Harbor, Florida 34685.

The corporation's mailing address is  
5461 Oakridge Drive, Palm Harbor, Florida 34685.

**ARTICLE III PURPOSE**

The Purpose for which this Corporation is formed and organized is to engage in the selling, distribution, manufacture and franchising of wine, wine products, wine stores, wine making equipment, wine testing, wine supplies, parts and to perform, and engage in such other acts and transaction as may be necessary, incidental and proper to the carrying out a business purpose for profit.

**ARTICLE IV DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE V SHARES**

The number of shares the Corporation is authorized to issue shall be one hundred thousand shares (100,000) of common stock. Par value of one cent (.01).

## **ARTICLE VI REGISTERED AGENT**

The name of registered agent is Michael R. Fleshman and registered street address is 5461 Oakridge Drive, Palm Harbor, Florida 34685.

## **ARTICLE VII DIRECTORS**

The name and post office address for the first directors are:

Michael R. Fleshman  
5461 Oakridge Drive  
Palm Harbor, Florida 34685  
and  
Daniel D. Clark  
7220 King Arthur Drive  
Port Richie, Florida 34668

## **ARTICLE VIII LIABILITY**

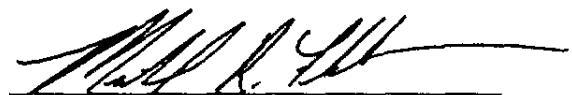
The directors, officers and Incorporators of this Corporation will not be responsible for any personal liability of this Corporation.

## **ARTICLE IX INCORPORATOR**

The name and post office address for the Incorporator of this Corporation is:

Michael R. Fleshman  
5461 Oakridge Drive, Palm Harbor, Florida 34685

The undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of January 2003.



Michael R. Fleshman  
Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

2003 JAN 29 PM 2:00

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: WINE RACK, INC.

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

MICHAEL R. FLESHMAN

(NAME)

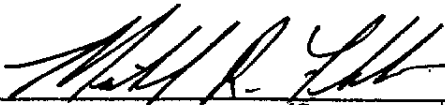
5461 OAKRIDGE DRIVE

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

PALM HARBOR, FL 34685

(CITY/STATE/ZIP)

*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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(SIGNATURE)

1-27-2003

(DATE)