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☐

PICK-UP

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(Business Entity Name)

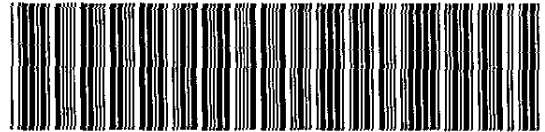
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Certificates of Status \_\_\_\_\_

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RECEIVED  
03 MAY -9 PM 12:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FBI FD  
03 MAY -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rubman Enterprise, Inc

Signature \_\_\_\_\_

Requested by: SW 5/9

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**RUBMAN ENTERPRISE, INC.**

**FILED**  
03 MAY -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby form this corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I. Corporate Name.**

The name of this corporation is RUBMAN ENTERPRISE, INC.  
(Hereinafter referred to as the "Corporation").

**ARTICLE II. Nature of Business.**

This corporation is organized for the following purposes:

a. To engage in the business of importing and exporting wine for wholesale and retail markets, and to do all things necessary to effect the above purposes for themselves or others, and, in accordance with the laws of the State of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and may own real or personal property.

b. To construct, erect, build, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or chooses in action secured

thereby; to improve, manage, operate, sell, mortgage, lease or otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

c. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses, warehouse space and all kinds and character of property of every nature whatsoever.

d. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

e. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable or being profitably dealt with in connection with any of the said businesses.

f. To guarantee, to acquire by purchase subscription or

otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

h. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships,

associations, state governments and other bodies. Particularly to engage in the hiring of personnel or the management of personnel for cruise lines or related ships or shipping whether national or international and to do any and all things in connection with the transport of any such personnel.

i. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

j. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or other lien upon any and all of the

property, rights, privileges, or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof, subject, however, to the provisions of Article II. hereof.

k. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all rights, powers, and privileges of ownership, including the right to vote thereon.

l. To purchase, sell and transfer shares of its own capital stock.

m. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of

the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To have and to exercise all the powers now or hereafter conferred by Laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amending said law or supplement thereto.

#### ARTICLE III. Capital Stock.

The amount of the total authorized capital stock of the corporation shall be One Hundred (100) shares of Common Stock of Five (\$5.00) Dollars par value.

#### ARTICLE IV. Initial Capital.

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

#### ARTICLE V. Corporate Existence.

The corporation shall have perpetual existence.

#### ARTICLE VI. Registered Office and Registered Agent.

The principal place of business of said corporation is to be located in Coconut Creek, Florida, at 7105 CRESCENT CREEK WAY, with



the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries. ADELINE RUBMAN is hereby designated as Registered Agent of the corporation and whose mailing address is 7105 Crescent Creek Way, Coconut Creek, Florida 33073.

**ARTICLE VII. Number of Directors.**

The affairs of the corporation shall be conducted by a Board of not less than one (1) director, who need not be a stockholder.

**ARTICLE VIII. Directors and Officers.**

The name and post office address of the first Board of Directors of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successor is elected and qualified, are as follows:

ADELINE RUBMAN	7105 CRESCENT CREEK WAY COCONUT CREEK, FLORIDA 33073
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Initially the office of President, Vice-President, Secretary and Treasurer shall be held by:

ADELINE RUBMAN	7105 CRESCENT CREEK WAY COCONUT CREEK, FLORIDA 33073
----------------	---

President, Vice President  
Secretary and Treasurer

until successor is elected and qualified.

**ARTICLE IX. Subscribers.**

The name and post office address of the subscribers of this Certificate of Incorporation, and a statement of the number of

shares of stock which they agree to take is as follows:

ADELIN E RUBMAN

7105 CRESCENT CREEK WAY  
COCONUT CREEK, FLORIDA 33073

100 SHARES

ARTICLE X. Amendments.

The Articles of Incorporation may be amended by an amendment proposed by a member of the Board of Directors, and adopted by the affirmative vote of a majority of the members of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, on this 7<sup>th</sup> day of MAY, 2003.

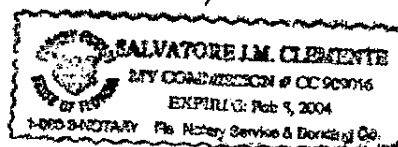
~~ADELINE RUBMAN~~

STATE OF FLORIDA               )  
COUNTY OF BROWARD          SS:

Personally appeared before me, the undersigned authority,  
ADELINE RUBMAN, known to me to be the person described in and who  
executed the foregoing Articles of Incorporation.

Witness by my hand and seal at Fort Lauderdale, Broward  
County, Florida, this 7<sup>th</sup> day of MAY, 2003.

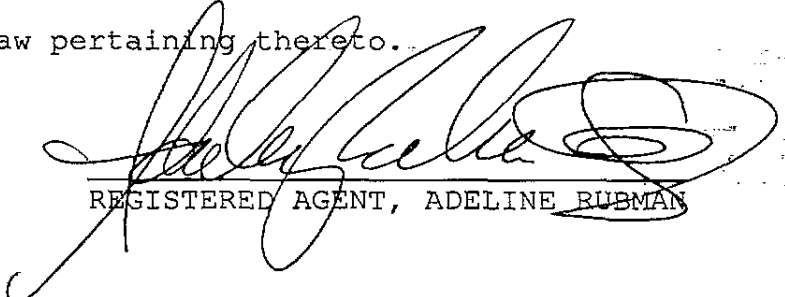
Notary Public - State of Florida



My Commission Expires:

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial Registered Agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
REGISTERED AGENT, ADELINE RUBMAN

FILED  
03 MAY -9 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA