

**P030000068398**

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : LAW OFFICES OF AUSTIN A. FRYE  
Account Number : I20020000057  
Phone : (305) 931-3200  
Fax Number : (305) 931-9383

**FLORIDA PROFIT CORPORATION OR P.A.****WINESTAR USA, INC.**

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
WINESTAR USA, INC.

03 JUN 20 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be:

WINESTAR USA, INC.

ARTICLE II  
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III  
PURPOSE

This Corporation may engage in any lawful business.

ARTICLE IV  
PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the corporation, and the mailing address of the corporation shall be:

7721 E. Upper Ridge Drive  
Parkland, FL 33067-2382

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue one class of voting common stock at a par value of \$1. 10,000 shares of common stock shall be authorized.

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ARTICLE VI  
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the Corporation in the State of Florida shall be:

c/o Law Offices of Austin A. Frye  
20900 West Dixie Highway  
North Miami Beach, FL 33180

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Austin A. Frye

ARTICLE VIII  
INCORPORATOR

The name and address of each incorporator is as follows:

Austin A. Frye  
c/o Law Offices of Austin A. Frye  
20900 West Dixie Highway  
North Miami Beach, FL 33180

ARTICLE IX  
INITIAL OFFICERS AND BOARD OF DIRECTORS

The number of directors constituting the board is two (2). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

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The number of officers of the corporation as of its incorporation are two (2). Other officers may be elected in accordance with the bylaws but shall never be less than one. Officers shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

Ed Sanders: President, Treasurer, Director

Nicholas T. Bellini: Secretary, Director

ARTICLE X  
VOTING FOR DIRECTORS

All shareholders of voting common stock or a voting group of shareholders designated in the by-laws are not entitled to cumulate their votes for directors.

The initial by-laws of this Corporation shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of JUNE, 2003.

  
AUSTIN A. ERYE

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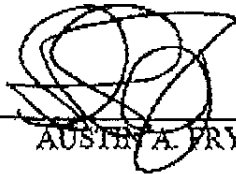
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 **WINESTAR USA, INC.**
2. The name and address of the registered agent and office is:

AUSTIN A. FRYE  
c/o Law Offices of Austin A. Frye  
20900 West Dixie Highway  
North Miami Beach, FL 33180

*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.*



AUSTIN A. FRYE

6-19-03  
DATE

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32310

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