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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002333
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

D'VINE WINE GALLERY, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
D'VINE WINE GALLERY, INC.**

In compliance with the requirements of F.S. Chapter 607 and 621, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: D'VINE WINE GALLERY, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 2298 W. County Hwy. 30A, Suite 2, Santa Rosa Beach, Florida 32459.

ARTICLE III

The specific purpose for which the Corporation is organized is: a restaurant and bar.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 2298 W. Hwy. 30A, Suite 1, Santa Rosa Beach, Florida 32459. The initial registered agent for the Corporation at that address is: Fountain Law Firm, P.A..

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name

Address

Paul Draudt, Jr.

2298 W. County Hwy. 30A, Suite 2
Santa Rosa Beach, Florida 32459

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address


Paul Draudt, Jr.

2298 W. County Hwy. 30A, Suite 2
Santa Rosa Beach, Florida 32459

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.


Paul Draudt, Jr.
Incorporator

1-21-04
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for D'VINE WINE GALLERY, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

FOUNTAIN LAW FIRM, P.A.


Kenneth R. Fountain, Esq.
Registered Agent

1/21/04
Date

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

UNDER THE PROVISIONS OF F.S. 607.0501, 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: DIVINE WINE GALLERY, INC.
2. The name and address of the registered agent and office is:

Fountain Law Firm, P.A.
2298 W. Hwy 30A, Suite 1
Santa Rosa Beach, Florida 32459

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.

FOUNTAIN LAW FIRM, P.A.


Kenneth R. Fountain

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