

04/21/2004 10:42 FAX 727 467 4355

KEE TAX / AAA COURT

Division of Corporations

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**From:**

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**FILED**  
2004 APR 21 AM 9:14  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.  
WINE CELLARS OF DISTINCTION, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
WINE CELLARS OF DISTINCTION, INC.

FILED  
2004 APR 21 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned subscribers, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name of the corporation shall be:

WINE CELLARS OF DISTINCTION, INC.

The address of the corporation shall be:

200 2nd Avenue South, Suite 111  
St. Petersburg, FL 33701

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having the par value of One (1.00) dollar.

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ARTICLE IV

## CORPORATE EXISTENCE

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles, unless dissolved according to law.

ARTICLE V

## INITIAL CAPITAL

The amount of the capital with which the corporation shall begin business is One Hundred (\$100.00) dollars.

ARTICLE VI

## REGISTERED OFFICE AND REGISTERED AGENT

First that WINE CELLARS OF DISTINCTION, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of St. Petersburg, State of Florida, has named Kevin Piper, 31177 US Hwy 19N, Apt. 818, Palm Harbor, FL 34684 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above corporation, at the place designated in the above, I hereby agree to act in this capacity, the proper and complete performance of my duties.



Kevin Piper  
Registered Agent

ARTICLE VII

## DIRECTORS

The corporation shall be governed by a Board of no less than one nor more than fifteen directors. It shall not be necessary for the directors to be stockholders. The number of Directors herein provided for may be increased or decreased at any regular or special meeting of the stockholders.

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ARTICLE VIII

## INITIAL DIRECTORS

The name(s) and street address(es) of the members of the first Board of Directors and officers who are to serve as members thereof are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kevin Piper	31177 US Hwy 19N, Apt. 818 Palm Harbor, FL 34684	President
Craig Taylor	5430 5th Avenue North St. Petersburg, FL 33710	Secretary/Treasurer

ARTICLE IX

## AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

## SUBSCRIBERS

The name(s) and street address(es) of the subscribers to these Articles of Incorporation, the number of shares of stock which they agree to take and the value of consideration therefore is:

<u>Name and Address</u>	<u>Shares</u>	<u>Consideration</u>
Kevin Piper 31177 US Hwy 19N, Apt. 818 Palm Harbor, FL 34684	90	\$ 90.00
Craig Taylor 5430 5th Avenue North St. Petersburg, FL 33710	10	\$ 10.00

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ARTICLE XI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:


Name

Address

Kevin Piper

31177 US Hwy 19N, Apt. 818  
Palm Harbor, FL 34684

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation for profit under the laws of the State of Florida, this April 21, 2004.

  
\_\_\_\_\_  
Kevin Piper

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