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(Requestor's Name)

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(Business Entity Name)

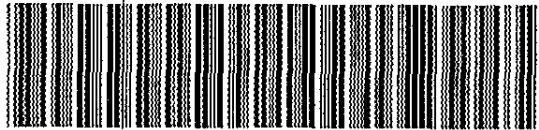
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DONALD R. McCOY
Professional Association
ATTORNEY AT LAW

600 N. E. Third Avenue
Fort Lauderdale, Florida 33304

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August 13, 2004

Florida Department of State
Division of Corporation - Corporate Filings
P.O. Box 6327
Tallahassee, Florida 323144

Re: 3 Clowns, Inc. - Articles of Incorporation

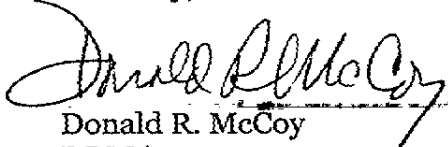
Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of the above corporation, together with a designation of Registered Agency and a check in the amount of \$87.50. An additional copy also is enclosed. Please return a certified copy, stamped with the date of filing, to me in the enclosed pre-paid envelope.

Please also provide a Certificate of Status.

Thank you for your assistance.

Sincerely,



Donald R. McCoy
DRM/rmc

Enclosure

**ARTICLES OF INCORPORATION
OF
3 CLOWNS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a business corporation for profit under the laws of the State of Florida, hereby adopts the following
ARTICLES OF INCORPORATION:

ARTICLE I

NAME: The name of the corporation is 3 CLOWNS, INC.

ARTICLE II

EFFECTIVE DATE AND DURATION: The existence of the corporation shall commence August 15, 2004, and shall be perpetual.

ARTICLE III

PURPOSE: The general purposes for which the corporation is organized are:

1. To make, bottle and sell wine and other beverages.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITALIZATION: The maximum number of shares which the corporation shall have authority to issue shall be ONE HUNDRED AND FIFTY (150) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE: The principal office address of the corporation is 600 Northeast Third Avenue, Fort Lauderdale, Florida 33304.

ARTICLE VI

DIRECTORS: The initial Board of Directors of the corporation shall consist of three Directors. The persons who are to serve as members of the initial Board of Directors are:

NAME	ADDRESS
Jon Kruk	807 S.E. 11th Court Ft. Lauderdale, Florida 33316
John Otis	2521 Sir Percival Louisville, TX 75056
Alan Koop	125 Candler Court Fayetteville, GA 30215

ARTICLE VII

OFFICERS: The following persons shall serve as the initial officers of the corporation:

TITLE	NAME	ADDRESS
President	Jon Kruk	807 S.E. 11th Court Ft. Lauderdale, Florida 33316
Vice President	Alan Koop	125 Candler Court Fayetteville, GA 30215
Secretary/Treasurer	John Otis	2521 Sir Percival Louisville, TX 75056

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator is Jon Kruk, 807 S.E. 11th Court, Fort Lauderdale, Florida 33316.

ARTICLE IX

REGISTERED AGENT: The registered agent for the corporation is Donald R. McCoy, Esq. whose address is 600 N.E. Third Avenue, Fort Lauderdale, Florida 33304.

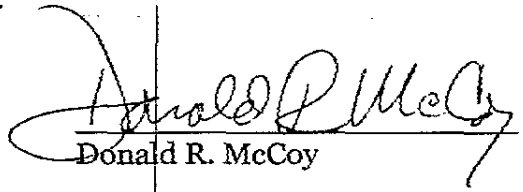
WHEREFORE, the foregoing ARTICLES OF INCORPORATION of 3 CLOWNS, INC., a Florida corporation, are executed by the undersigned at Fort Lauderdale, Florida this 13th day of August, 2004.


Jon Kruk
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for 3 CLOWNS, INC., a Florida corporation, at the place designated in this certificate, I, Donald R. McCoy, Esq., 600 Northeast Third Avenue, Fort Lauderdale, Florida 33304, state that I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.

Dated this 13th day of August, 2004.


Donald R. McCoy

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TALLAHASSEE, FLORIDA