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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

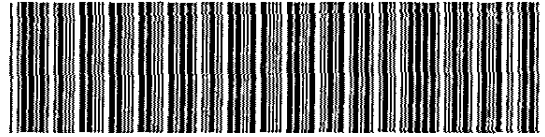
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Thomas C. Santoro

Attorney at Law

1700 Wells Road, Suite 5 • Orange Park, Florida 32073

Telephone (904) 278-8713 Facsimile (904) 278-8768

EMAIL: tsantoro@santoro-law.com

September 13, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

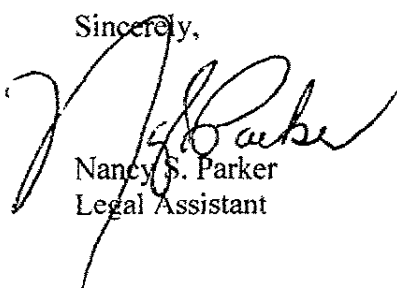
RE: MAKE-N-TAKE WINES, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for the above referenced corporation for filing with your office, along with account check in the amount of \$78.75 for filing fee. I have enclosed an additional copy for date stamping and return to our office along with certificate of incorporation.

If you have any questions, please do not hesitate to contact this office.

Sincerely,



Nancy S. Parker
Legal Assistant

Enclosures

34 SEP 15 PM 1:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAKE-N-TAKE WINES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: MAKE-N-TAKE WINES, INC.

The address of the principal office of this corporation shall be 403 North Street, Green Cove Springs, Florida 32068, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. This corporation may engage or transact in the sales and purchase of real estate in the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the

authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial member of the Board of Directors is:

President:

PATRICIA A. LITTERICK
3901 Selig Court
Middleburg, FL 32068
(904) 291-1898

Vice President/Secretary/
Treasurer

KEITH R. LITTERICK
23901 Selig Court
Middleburg, FL 32068
(904) 291-1898

ARTICLE VII. SPECIAL PROVISION

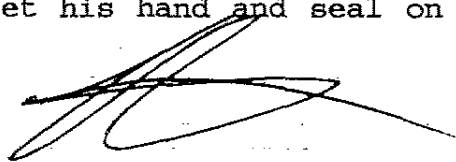
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on September 13, 2004.



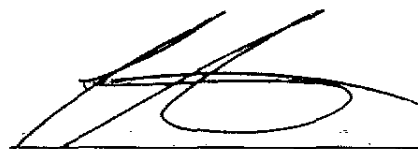
THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904) 278-8713

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
MAKE-N-TAKE WINES, INC.

THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received, hereby assigns any and all rights it may have as such incorporator to the following:

PATRICIA A. LITTERICK

Dated: September 13, 2004



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

REGISTERED AGENT/REGISTERED OFFICE

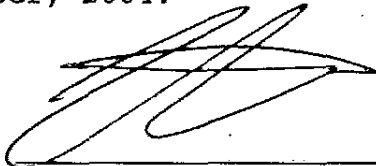
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MAKE-N-TAKE WINES, INC.
2. The name and address of the registered agent and office is:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904)278-8713

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.

Dated this 10th day of September, 2004.



THOMAS C. SANTORO, ESQUIRE

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