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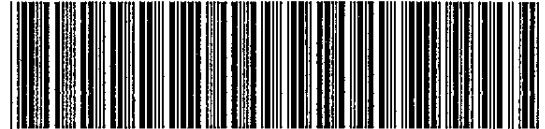
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BETH W. MILLER, P. A.

BETH WILLARD MILLER
COUNSELLOR AT LAW

645 VASSAR STREET
ORLANDO, FLORIDA 32804

TELEPHONE (407) 246-8092
FAX (407) 246-8093

January 19, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Via Overnight UPS Delivery

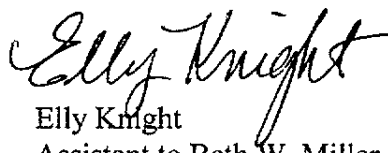
Re: Winter Park Wine Enterprises, Inc.

Dear Sir/Madame:

Enclosed please find a check in the amount of \$128.75 for the corporation filing fees (filing fees, registered agent designation, and certified copy) and for the registration of fictitious name. Also enclosed, for filing in connection with the above-referenced corporation, are the original Articles of Incorporation and the Application for Registration of Fictitious Name.

If you should have any questions, please do not hesitate to contact me.

Sincerely,


Elly Knight
Assistant to Beth W. Miller

EK/ek
encl.

Articles of Incorporation Of Winter Park Wine Enterprises, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is: **Winter Park Wine Enterprises, Inc.**

ARTICLE II REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 8550 Old Winter Garden Road, Orlando, Florida 32835, in Orange County, Florida. The name of the registered agent at such address is Craig Karst.

Article III Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to engage in every aspect and phase of the business of selling wine and related articles, and any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. (a) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, developing or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

(h) To enter into, for the benefit of its employees, one or more of the following: (i) pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, or (vi) other retirement, death benefit, or incentive compensation plan or plans.

(i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise, alone or in company with others, and to do and perform all such other things

and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida. Nothing herein shall be construed as giving the corporation hereby organized any rights, powers, or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is One Thousand (1,000) shares at par value of One Dollar and No/Cents (\$1.00) a share, all of which shall be common stock and shall be fully paid and nonassessable. All such stocks shall be paid for in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

ARTICLE VI ADDRESS

The initial street address of the principal office of this corporation is to be 8550 Old Winter Garden Road, Orlando, Florida 32835. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit, and it may establish branch and other offices within or without the State of Florida.

ARTICLE VII
DIRECTORS

The number of directors shall be determined by the Bylaws of the corporation, but in no event shall there be fewer than one (1). Directors shall not be required to hold stock in the corporation.

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are elected shall be:

Denise M. Karst--President, Director.	8550 Old Winter Garden Road, Orlando, Florida 32835
Craig J. Karst--Secretary, Director.	8550 Old Winter Garden Road, Orlando, Florida 32835

ARTICLE IX
INCORPORATOR

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

Denise M. Karst, 8550 Old Winter Garden Road, Orlando, Florida 32835.

ARTICLE X
TRANSACTIONS IN WHICH
OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void, or voidable because one or more Directors or officers of the corporation is or are interested in such contract or transaction as a Director or officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested, and no Director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested, in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction between the corporation, and any subsidiary, controlled, affiliated, or other corporation, association, or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated, or other corporation, association, or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as the relevant terms, conditions, and details of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation; provided, however, such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock.

ARTICLE XII
VOTING TRUSTS, SHAREHOLDER AGREEMENTS

Any number of shareholders of this corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, as provided by law. Where the counterpart of a voting trust agreement and the copy of the record of the holders of voting trust certificates has been deposited with the corporation as provided by law, such documents shall be subject to the same right of examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation and such counterpart and such copy of such record shall be subject to examination by any holder or record voting trust certificate either in person or by agent or attorney, at any reasonable time for any proper purpose.

Two or more shareholders of this corporation may enter into an agreement providing for the exercise of voting rights in the manner provided in the agreement or relating to any phase of the affairs of the corporation as provided by law. Nothing therein shall impair the right of this corporation to treat the shareholders of record as entitled to vote the shares standing in their names.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

In Witness Whereof, I, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal, this 18th day of January, 2005, for the purpose of forming this corporation to do business both within and without the State of Florida, and, in pursuance of the Corporation Law of the State of Florida, do make and file in the

Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Denise M. Karst

Denise M. Karst

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, personally appeared Denise M. Karst, who is personally known to me or who has produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, 2005.

Beth W. Miller

Notary Public

FILED
05 JAN 20 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Registered Agent Certificate

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That **Winter Park Wine Enterprises, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named **Craig Karst** located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with §607.325, Florida Statutes.



Craig Karst

DATED: January 18, 2005