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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB 14 P 5 24

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 9, 2005

KENNETH G. PROTONENTIS, P.A.
1591 GULF BOULEVARD
PENTHOUSE 2
CLEARWATER, FL 33767-2997

SUBJECT: THE WINE SHOP, INC.
Ref. Number: W05000006873

We have received your document for THE WINE SHOP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000071413 (THE WINE SHOPPE CORP.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 805A00009245



LAW OFFICES OF
KENNETH G. PROTONENTIS, P.A.
A PROFESSIONAL CORPORATION

1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

voice: (727) 596-3435
fax: (727) 596-2076
e-mail: ken.pro@gte.net
www.pro-franchise.net

February 11, 2005

SENT VIA UPS NEXT DAY AIR
Tracking Number 1Z Y76 980 22 1000 2858

Loria Poole
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
The Wine Shop of Largo, Inc.

Dear Ms. Poole:

You rejected the Articles of Incorporation that I sent to your office on February 2, 2005 for The Wine Shop, Inc. because the name was unavailable. My client has agreed to file a different corporate name.

Enclosed please find duplicate originals of the Articles of Incorporation and the Certificate Designating Registered Agent and Registered Office for the newly organized corporation, The Wine Shop of Largo, Inc. My understanding from my discussion with the Division this afternoon is that the corporate name is available and that you already have the check for seventy-eight dollars and seventy-five cents (\$78.75) that I submitted for The Wine Shop, Inc. on February 2, 2005 as payment of the filing fees and for a certified copy. Thank you for crediting that payment for this corporate filing.

Please do not hesitate to call me should you need additional information or have any questions about the enclosed Articles. Thank you for your attention to this matter and for returning a set of certified originals to my office at your earliest convenience. Until then, I remain

Yours very truly,

Kenneth G. Protonentis, Esq.

KGP:fms

Enclosures (2)
Cc: Gary L. Brady

**ARTICLES OF INCORPORATION
FOR
THE WINE SHOP OF LARGO, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB 14 P 5 24

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ARTICLE I

The name of the Corporation is The Wine Shop of Largo, Inc. and its duration shall be perpetual.

ARTICLE II

The Corporation is organized pursuant to the provisions of Section 607.0101 *et seq.* of The Florida Business Corporation Act of 1990, as amended.

ARTICLE III

The Corporation is a corporation for profit and is organized to 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.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue and the par value of each of these shares is One Thousand (1,000) shares of Common Stock with no par value.

ARTICLE V

At all times, each holder of Common Stock of this Corporation shall be entitled to one vote for each share of such stock standing in the holder's name on the books of the Corporation. This Corporation shall not have cumulative voting.

ARTICLE VI

No shareholder of the Corporation shall have any preemptive or other first right to acquire any treasury shares or any additional issue of shares of stock or other securities of the Corporation, either presently authorized or to be authorized. This Article VI shall not prohibit the granting of any such right to any shareholder pursuant to any contract or other agreement.

ARTICLE VII

Any directorship to be filled by reason of an increase in the number of directors of this Corporation may be filled by the unanimous vote of the Board of Directors then in office. Any such directorship not so filled by the Board of Directors shall be filled by election at the next annual meeting of the Shareholders or at a special meeting of the Shareholders called for that purpose.

*Articles of Incorporation
The Wine Shop of Largo, Inc.*

ARTICLE VIII

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Business Corporation Act any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of this Corporation, or serves or served at the request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Business Corporation Act in effect at the time of the determination.

ARTICLE IX

Any contract or other transaction or determination between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract by a vote of the majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to a vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the Shareholders. Such interested director or directors shall not be disqualified from voting as Shareholders for ratification or approval of such contract, transaction or determination which should otherwise be valid under applicable law.

ARTICLE X

The Corporation shall have the right to purchase or otherwise acquire its own shares to the extent of the aggregate of unreserved and unrestricted earned surplus available thereof and unreserved and unrestricted capital surplus available therefor.

ARTICLE XI

The street address of the registered office of the Corporation is 1591 Gulf Boulevard, Penthouse 2, Clearwater, Florida 33767-2997 and the registered agent of the Corporation at such address is Kenneth G. Protonentis, Esq.

*Articles of Incorporation
The Wine Shop of Largo, Inc.*

ARTICLE XII

The street address of the corporate headquarters and principal business offices of the Corporation is 251 Clearwater-Largo Road, Largo, Florida 33770.

ARTICLE XIII

The Affiliated Transaction provisions which are set forth in Section 607.0901 of the Business Corporation Act shall not apply to this Corporation.

ARTICLE XIV

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as the director until the next annual meeting of the shareholders or until his successor(s) are elected and shall qualify is:

Garry L. Brady
251 Clearwater-Largo Road
Largo, Florida 33770

ARTICLE XV

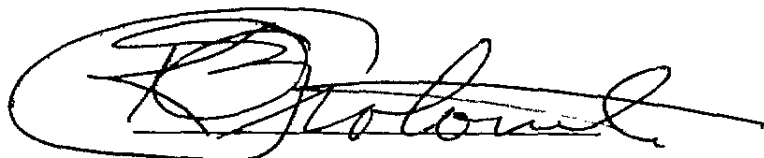
The name and address of the incorporator is:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

*Articles of Incorporation
The Wine Shop of Largo, Inc.*

IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be duly executed this 11 day of February 2005.

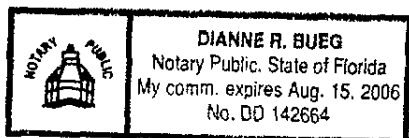


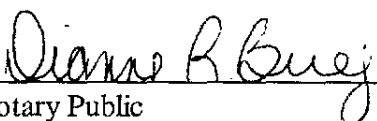
Kenneth G. Protonentis, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this ____ day of February 2005 by Kenneth G. Protonentis, Esq. to me known to be the Attorney at Law who executed the foregoing on behalf of The Wine Shop of Largo, Inc.

The following identification was provided: FL DL -




Notary Public

My Commission Expires: 8/15/06

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0502 of The Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

The name of the Corporation and its principal business address are:

The Wine Shop of Largo, Inc.
251 Clearwater-Largo Road
Largo, Florida 33770

Telephone: (727) 588-9463

The name and address of the registered agent and office are:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

Telephone: (727) 596-3435

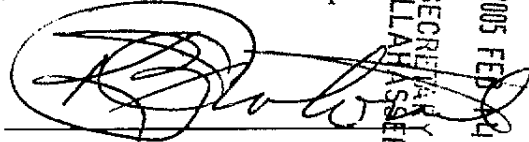
FAX: (727) 596-2076

e-mail: ken.pro@gte.net



Garry L. Brady, President
The Wine Shop of Largo, Inc.
February 11, 2004

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of The Florida Business Corporation Act.



Kenneth G. Protonentis, Registered Agent
The Wine Shop of Largo, Inc.
February 11, 2004

2005 FEB 24 11 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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