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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Stargazer Vineyards, Inc.

D. WHITE MAY 25 2005

Certificate of Status	1
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ARTICLES OF INCORPORATION

2005 MAY 24 A 10: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Stargazer Vineyards, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PRINCIPAL PLACE OF BUSINESS
4500 SR 206 West
Elkton, FL 32137

MAILING ADDRESS
18 Cooper Lane
Palm Coast, FL 32137

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Scott A. Small
18 Cooper Lane
Palm Coast, FL 32137**

Prepared By:
Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940

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ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Theresa Toscano- 18 Cooper Lane, Palm Coast, FL 32137- President
Scott A. Small- 18 Cooper Lane, Palm Coast, FL 32137- Vice President

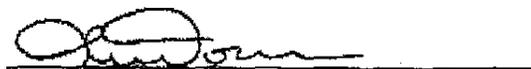
ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Theresa Toscano- 18 Cooper Lane, Palm Coast, FL 32137
Scott A. Small- 18 Cooper Lane, Palm Coast, FL 32137

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of May 2005.



Theresa Toscano - Signature



Scott A. Small - Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: Stargazer Vineyards, Inc.

2. The name and address of the registered agent and office is:

Scott A. Small

Name

18 Cooper Lane

(P.O. Box or Mail Drop Box NOT Acceptable)

Palm Coast, FL 32137

(City / State / Zip)

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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Scott A. Small
SIGNATURE

May 23, 2005
(Date)