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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

new world wines & spirits corp

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ARTICLES OF INCORPORATION

OF

NEW WORLD WINES & SPIRITS CORP

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:

NEW WORLD WINES & SPIRITS CORP

ARTICLE II PRINCIPAL OFFICE

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

420 SE 7th AVE
HIALEAH, FL 33010

ARTICLE III CAPITAL STOCK

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

500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FRANCISCO J. HIDALGO
420 SE 7th AVE
HIALEAH, FL 33010

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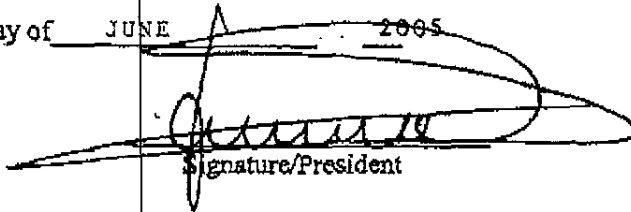
ARTICLE V INCORPORATOR(S)

The names and street address(es) of the incorporator(s) to theses Articles of incorporation is(are):

FRANCISCO J. HIDALGO
420 SE 7th AVE
HIALEAH, FL 33010

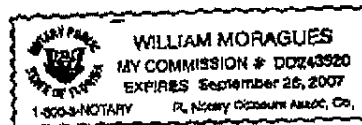
The undersigned has (have) executed theses Articles of incorporation this

Twenty second day of JUNE 2005


Signature/President

SWORN TO AND SUBSCRIBED BEFORE ME
THIS DAY OF Jun A.D. 1992005


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES:



705000154186

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: NEW WORLD WINES & SPRITS CORP

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

FRANCISCO J. HIDALGO
(P.O. BOX NOT ACCEPTABLE)

420 SE 7th AVE HIALEAH, FL 33010

(CITY/STATE/ZIP)

SIGNATURE [Signature]
(corporate officer)

TITLE PRESIDENT

DATE JUNE 22nd, 2005

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 607.325, FLORIDA STATUTES.

SIGNATURE [Signature]

DATE JUNE 22nd, 2005

REGISTERED AGENT FILING FEE: \$20.00

NOTARIES MUST BE SUBSCRIBED BEFORE 6:00 PM
THIS 22nd DAY OF June A.D. 2005

