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2005 SEP 13 P 3:50

SECRETARY OF STATE  
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Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Cape Town Wine Imports Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**Of**  
**CAPE TOWN WINE IMPORTS, INC.**

**FILED**  
2005 SEP 13 P 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is CAPE TOWN WINE IMPORTS, INC.

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**

The principal office and address of this corporation is 1439 Twin Rivers Boulevard, Oviedo, Florida 32766.

**ARTICLE III**  
**CAPITAL STOCK**

This corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of one dollar (\$1.00).

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 505 Wekiva Springs Road, Suite 500, Longwood, Florida 32779 and the name of the initial registered agent of this corporation at that address is J. A. Jurgens.

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The names and address of the initial member of the Board of Directors who shall hold office until a successor is duly elected and has qualified is:

Dawn E. Boyesen-Veselka  
1439 Twin Rivers Boulevard  
Oviedo, Florida 32766

**ARTICLE VI**  
**INCORPORATORS**

The name and address of each Incorporator of this corporation is:

J.A. Jurgens, Esquire  
505 Wekiva Springs Road  
Suite #500  
Longwood, Florida 32779

**ARTICLE VII**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE VIII**  
**CORPORATE PURPOSES**


One purpose of this corporation shall be to operate a wholesale wine business and all other corporate purposes allowed by law.

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment of the Articles of Incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 9<sup>th</sup> day of September, 2005.

  
\_\_\_\_\_  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
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: Cape Town Wine Imports, Inc.

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

J.A. Jurgens

(Name)

505 Wekiva Springs Road, Suite 500

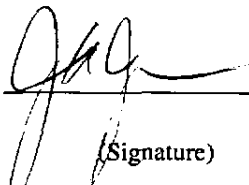
(P. O. Box not acceptable)

Longwood, Florida 32779

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(Signature)

9/9/05  
(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL.