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12-20-05

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Tasting Room, Wines &  
Tapas, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE TASTING ROOM, WINES AND TAPAS, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the status of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name

The name of this corporation shall be **THE TASTING ROOM, WINES AND TAPAS, INC.**

**ARTICLE II**

Address and Registered Office

The street address of the principal place of business of this corporation is hereby designated to be **25 Cuna Street, St. Augustine, Florida 32084**, and the registered office of this corporation is hereby designated to be **28 Cordova, St. Augustine, Florida 32084**. The principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be **Charles E. Pellicer, Esquire, 28 Cordova Street, St. Augustine, Florida 32084**.

### **ARTICLE III**

#### **Nature of Business**

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

### **ARTICLE IV**

#### **By-Laws**

The corporation may in its by-laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

### **ARTICLE V**

#### **Capital Stock**

The aggregate number of shares which this corporation has authority to issue is **ONE THOUSAND (1000)** all of which shall be common shares with par value of **ONE DOLLAR (\$1.00) per share.**

### **ARTICLE VI**

#### **Initial Stock**

The amount of capital with which this corporation shall commence business shall be **ONE-HUNDRED DOLLARS, (\$ 100.00).**

**ARTICLE VII**

**Term of Existence**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE VIII**

**Directors**

This corporation shall initially have two directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of these two directors are:

**NAME**

**ADDRESS**

Christine McMillan

206 Orchis Road, St. Augustine, Florida 32086

Michael Lugo

4424 Golf Ridge Drive Elkton, Florida 32033

**ARTICLE IX**

**Officers**

This corporation shall have two officers, President, Secretary/Treasurer. The officers of this corporation need not be stockholders. The number of officers may be increased from time to time in accordance with the by-laws of the corporation.

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**ARTICLE X**

**Initial Officers**

The name and post office address of the officers who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified is:

**Christine McMillan**

**PRESIDENT**

**Michael Lugo**

**SECRETARY/TREASURER**

**ARTICLE XI**

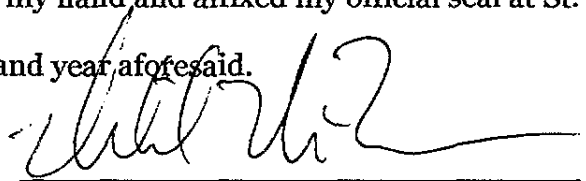
**Incorporators**

The name and address of the incorporators are: **Michael McMillan, 206 Orchis Road, St. Augustine, Florida 82084** his free act and deed, for the uses and purposes therein set forth.

**ARTICLE XII**

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

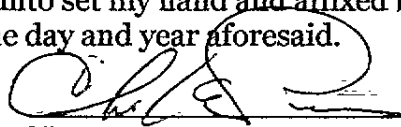
  
\_\_\_\_\_  
Michael McMillan

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 16 day of DECEMBER, 2005, personally came before me, **MICHAEL MCMILLAN**, the party who signed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same as his free act and deed, for the uses and purposes there et forth.

IN WITNESS WHEREOF; I have hereunto set my hand and affixed by official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

☒ Personally Known  
☐ Produced I.D.

  
Name: \_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires: \_\_\_\_\_


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 24.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **THE TASTING ROOM, WINES AND TAPAS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida has named **CHARLES E. PELLICER, located at 28 Cordova Street, City of St. Augustine, County of St. Johns, State of Florida** as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process 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 provisions of said Act relative to keeping open said office.

  
**CHARLES E. PELLICER, ESQUIRE**  
Registered Agent

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TALLAHASSEE, FLORIDA