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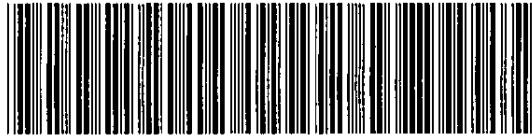
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FILED
2009 JUN 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

6/12/09

HARRISON LAW, P.A.

Diane J. Harrison

Bar Admissions: Nevada and Florida

6860 Gulfport Blvd. South, No. 162

South Pasadena, Florida 33707

Phone: (941) 723-7564

Fax: (941) 531-4935

E-mail: dlane@harrisonlawpa.com

Sent via overnight mail (FedEx TRK# 7966 8133 7550)

June 10, 2009

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Wine List Guy, Inc.**
Document Number **PO7000018307**
Amended and Restated Articles of Incorporation

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane J. Harrison
Harrison Law, P.A.
6860 Gulfport Blvd. S. No. 162
South Pasadena, FL 33707
dlane@harrisonlawpa.com

For further information, please contact me at (941) 723-7564.

Enclosed is a check for \$43.75 (filing fee and certified copy, additional copy is attached) made payable to the Florida Department of State.

Sincerely,

HARRISON LAW, P.A.



Diane J. Harrison
Counsel for Wine List Guy, Inc.

Enclosures (3)

cc:
Joann F. Quinn, CEO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINE LIST GUY INC.
A Florida Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harold S. Quinn certifies that:

1. Harold S. Quinn is the duly elected and acting President of the corporation herein above named.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be Wine List Guy Inc. and shall be governed by Title XXXVI Chapter 607 of the Florida Statutes.

ARTICLE II.

The nature of the business of the corporation shall be to engage in any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

ARTICLE III.

The total authorized capital stock of the corporation shall be Two Hundred Million (200,000,000) shares of \$.01 par value common stock, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

There shall be one (1) class of blank check preferred stock. The amount, value, dividends and any other privileges attached to said preferred stock shall be determined by the Board of Directors.

ARTICLE IV.

The principal place of business and mailing address of the corporation shall be as follows:

907 S. Bruce Street, Tampa, Florida 33606 located in Hillsborough County, Florida.

The corporation shall have the power to establish other offices both within and without the State of Florida.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The registered agent and the office of the resident agent shall be as follows:

Joann F. Quinn: 907 S. Bruce Street, Tampa, Florida 33606.

ARTICLE VII.

The governing board of this corporation shall be known as Directors, which shall consist of not less than one (1) Director and not more than fifteen (15) directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one (1) Director. The election of directors shall be on an annual basis. Each of the said Directors shall be of full and legal age. A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders.

ARTICLE VIII.

The names and post office addresses of the Board of Directors of the corporation are as follows:

Harold S. Quinn: 907 S. Bruce Street, Tampa, Florida 33606
Joann F. Quinn: 907 S. Bruce Street, Tampa, Florida 33606

ARTICLE IX.

The names and post office addresses of the Officers, subject to this Charter and the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are the following:

Harold S. Quinn, President: 907 S. Bruce Street, Tampa, Florida 33606
Joann F. Quinn, Secretary, Treasurer, and Chief Executive Officer: 907 S. Bruce Street, Tampa, Florida 33606

ARTICLE X.

The names and post office addresses of the subscribers to these Articles of Incorporation are the following:

Harold S. Quinn: 907 S. Bruce Street, Tampa, Florida 33606
Joann F. Quinn: 907 S. Bruce Street, Tampa, Florida 33606

ARTICLE XI.

It is specified that the date when the corporate existence of the corporation commenced is the date of filing by the Secretary of State of the original Articles of Incorporation, which was February 8, 2007.

ARTICLE XII.

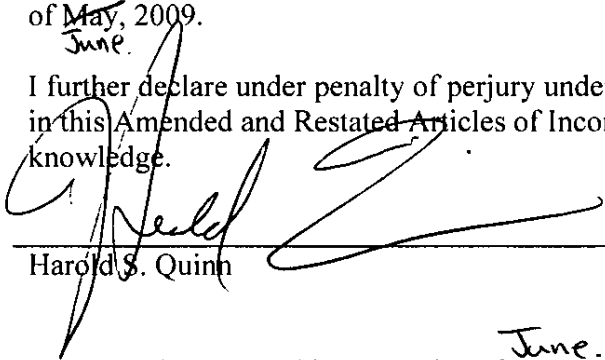
The corporation shall have the power to indemnify any officer, director, or former officer or director, to the fullest extent permitted by law.

ARTICLE XIII.

If all of the directors severally and collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set her hand this 02 day of ~~May~~, 2009.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Amended and Restated Articles of Incorporation are true and correct to the best of my knowledge.


Harold S. Quinn

DONE and DATED this 02 day of ~~May~~, 2009.

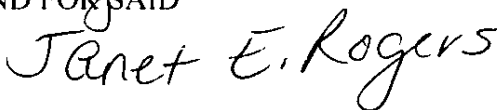
STATE OF FLORIDA

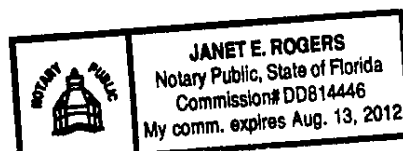
COUNTY OF Hillsborough SS

On this 2 day of ~~May~~, 2009, personally appeared before me, a Notary Public in and for said County and State, Harold S. Quinn, President of Wine List Guy, Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me this 2 day of ~~May~~, 2009.


NOTARY PUBLIC IN AND FOR SAID
COUNTY AND STATE





CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Wine List Guy Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 18th day of May, 2009, adopted the Amended and Restated Articles of Incorporation of Wine List Guy Inc. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006.

The undersigned, being the President, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set her hand this 2nd day of ~~May~~ ^{June}, 2009.


Harold S. Quinn

DONE and DATED this 02 day of ~~May~~ ^{June}, 2009.

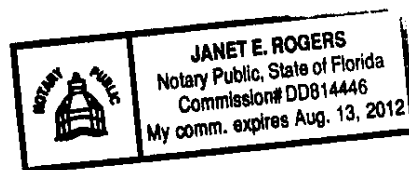
STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

On this 2 day of ~~May~~ ^{June}, 2009, personally appeared before me, a Notary Public in and for said County and State, Harold S. Quinn, President of Wine List Guy Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 2 day of ~~May~~ ^{June}, 2009.


NOTARY PUBLIC IN AND FOR SAID
COUNTY AND STATE

Janet E. Rogers



WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Joann F. Quinn the undersigned, being the registered agent for WINE LIST GUY INC., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 2 day of ~~May~~ June, 2009.

Joann F. Quinn
Joann F. Quinn

STATE OF FLORIDA)

COUNTY OF Hillsborough) SS

On this 2 day of ~~May~~ June, 2009, personally appeared before me, a Notary Public in and for said County and State, Joann F. Quinn., registered agent of Wine List Guy Inc., who proved to be the above named registered agent and acknowledged that it executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 2 day of ~~May~~ June, 2009.

Janet E. Rogers
NOTARY PUBLIC IN AND FOR SAID
COUNTY AND STATE Janet E. Rogers

