

#23

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Number : I19990000063  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**GAMBINO WINES & SPIRITS, INC.**

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ARTICLES OF INCORPORATION  
OF  
GAMBINO WINES & SPIRITS, INC.

The undersigned, as incorporator (the "Incorporator") for purposes of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following articles of incorporation the ("Articles of Incorporation"):

ARTICLE I  
NAME

The name of the corporation is Gambino Wines & Spirits, Inc. (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

186 North Federal Highway,  
Deerfield Beach, Florida 33441

ARTICLE III  
CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote. No holder of any of share of the Common Stock shall be entitle to any right of cumulative voting.

ARTICLE IV  
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H07000068295 3)))
- (e.) Florida Bar No. 180595

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ARTICLE VI  
CORPORATE AUTHORITY

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

ARTICLE VII  
DIRECTORS

The Corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE VIII  
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

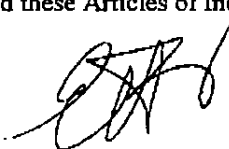
ARTICLE IX  
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE X  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H07000068295 3)))
- (e.) Florida Bar No. 180395

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**  
(the "Acceptance of Appointment")

The undersigned (the "Registered Agent") hereby accepts the appointment as registered agent of Gambino Wines & Spirits, Inc. contained in the foregoing Articles of Incorporation and states that the Registered Agent is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

This Acceptance of Appointment is executed this 15<sup>th</sup> day of March, 2007.

E.H.G. RESIDENT AGENTS, INC.

By: 

Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H07000068295 3)))
- (e.) Florida Bar No. 180595

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