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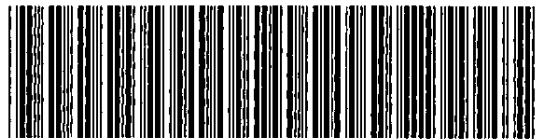
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2008 FEB -4 P 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 6 2008
D.A. WHITE

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: A & M Wine & Spirits, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Mr. Paolo Franchi

Name (Printed or typed)

8856 S.W. 59th Lane

Address

Miami, Florida. 33173

City, State & Zip

(305) 218-7769

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

A & M WINE & SPIRITS, INC.

The undersign, desiring to form a corporation for the purposes hereinafter stated under and pursuant to section 607.0202 of Florida Statutes, pursuant to the laws of the State of Florida these articles of incorporation provide that I do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation is **A & M Wine & Spirits, Inc.**

ARTICLE II

Business and Purpose

The purpose of the corporation is to engage in the transaction of any and all business permitted under the laws of the State of Florida general Corporation Act and of the United State of America or any other, Country, Territory or Nation.

ARTICLE III

Term of Existence

This corporation shall commence existence on the date of the filing of these Articles of incorporation and shall have perpetual existence.

ARTICLE IV

Stock

The aggregate numbers of shares of stock that this corporation is authorized to have outstanding at any time are five thousand (5000) shares of common stock, each share having the par value of one dollar (\$1.00) per share.

ARTICLE V

Registered office and registered agent

The initial Registered Agent for service of process within this State of Florida for this corporation shall be Paolo Franchi and the registered office address shall be located at 8856 S.W 59th Lane, Miami, Florida. 33173 at such other place as the board of directors shall from time to time direct with appropriate notice being give to secretary of state in accordance with the law.

ARTICLE VI

Capital Investment

The amount of capital with which the corporation will begin business will not be less than Five hundred Dollars (\$500.00).

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TALLAHASSEE, FLORIDA

ARTICLE VII
Initial Principal office

The initial street address of the principal place of business of the corporation will be: 8856 S.W 59th Lane, Miami, Florida. 33173 and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all foreign countries, and may have one or more offices in any of said places of business.

ARTICLE VIII
Board of Directors

The business of the corporation shall be conducted by a Board of Directors, which shall consist of one or more members, as the same may be provided by the By-Laws of the corporation, and by the following officers, to wit: a President, Vice President, Secretary and Treasure such other officers as the Board of Directors may elect.

ARTICLE IX
Directors

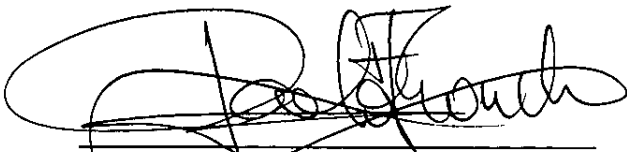
The corporation shall have one or more (1) directors initially who, the number of directors may be either increased or decreased from time to time subject to the provisions of these Articles of Incorporation, the By-Laws as amendment and the acts of Legislature of Florida shall hold office for the first year of the corporation's existence, or until his successor is elected and shall have qualified, and whose names and address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paolo Franchi Director & President	8856 S.W. 59 th Lane, Miami, Florida.33173

ARTICLE X
Subscribers

The names and street addresses of the Incorporator of these the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Paolo Franchi	8856 S.W. 59 th Lane, Miami, Florida.33173



Paolo Franchi,

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting and accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE XII

TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interested or because such director or directors are present at the meeting of the boards of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committees which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested, directors;
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board directors, a committee or the shareholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIII

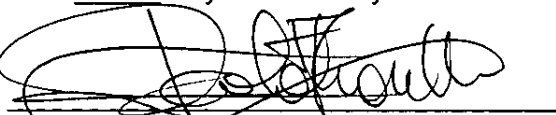
The Board of Directors shall adopt the initial By-Laws. The power to alter, amend or repeat the By-Laws or to adopt new By-Laws is vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction the interested director or directors to be counted in determining whether a quorum is present and to be entitled to be entitled to vote on such authorization or ratification.

The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been an officer or director of the corporation (whether or not he/she continues to be an officer or director of the corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his/her duty as such director or an officer. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have derelict in the performance of his/her duty as such director or officer, nor in respect of any matter on any settlement or compromise is effected if the total expense including the cost of such settlement, shall substantially exceed the expense which might be reasonably incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the corporation to indemnify any such director or officer against any liability to the corporation or to its security holders to which he/she would otherwise be subject by reasons of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation

This 1st day of February 2008.




Paolo Franchi,
Director & President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Paolo Franchi** and to me well known and known to me to be the individual described in and who executed the Foregoing Articles of Incorporation, and acknowledged before me that he is executed the same for the Purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county of Miami Dade, and in the State of Florida this 1ST day of February 2008.


Paolo Franchi,

Mercedes Penton
Notary Public, my commission expires:



Personally known ✓ or Print type of I.D. produced _____:

STATE OF FLORIDA

Certificate of Designating an Office, Place of Business Or Domicile for the Service of Process within this State and Naming Registered Agent Upon Whom Process May be served In pursuance of Chapter 48.091, Florida Statutes, the undersigned hereby certifies:

That **A & M Wine & Spirits, Inc.**, a corporation duly organized under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Miami Dade, State of Florida, has designated and established 8856 S.W 59th Lane, Miami, Florida. 33173, as the office, place of business, or domicile for the service of process with this State, and names as its Registered Agent thereat upon whom process may be served, Paolo Franchi, over the age of eighteen 18 and a resident of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be signed in its

Corporate name by its duly authorized officer.

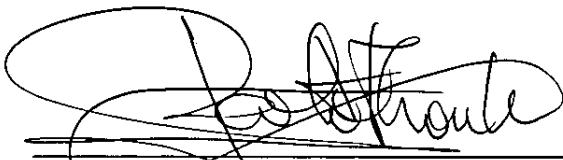


Paolo Franchi, Registered Agent

The undersigned, having been designated as Registered Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby

Accept the appointment as Registered Agent and does hereby acknowledge that she is familiar with and accepts the obligation of this position.

IN WITNESS WHEREOF, I set my hand this 1st day of February 2008.



Paolo Franchi, Registered Agent

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TALLAHASSEE, FLORIDA