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EP 7/22/08

# LAZARUS CORPORATE FILING SERVICE

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MIAMI, FL 33165 (305) 552-5973

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## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI KOSHER WINE Corp  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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### NEW FILINGS

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

### AMENDMENTS

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

### OTHER FILINGS

- Annual Report  
 Fictitious Name

### REGISTRATION/QUALIFICATION

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**MIAMI KOSHER WINE CORP**

**THE UNDERSIGNED**, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: MIAMI KOSHER WINE CORP

**ARTICLE II**

This corporation shall commence existence on the date of the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation shall be: 9800 West Bay Harbor Drive #203, Bay Harbor Islands, FL 33154

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any an all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

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To have perpetual succession by its corporate name;  
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile, thereof, to be impressed, affixed or in any other manner reproduced:

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

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To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To select or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plan, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all or its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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**ARTICLE VI**

The name and street address of the initial Registered Agent of this corporation shall be:  
Jorge Schvetz, 9800 West Bay Harbor Drive #203, Bay Harbor Islands, FL 33154.

**ARTICLE VII**

The initial board of directors shall consist of a total of one person and the names and Address of the person who is to serve as an initial director are:

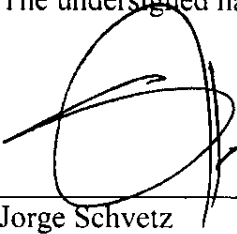
Title: President  
Jorge Schvetz  
9800 West Bay Harbor Drive #203  
Bay Harbor Islands, FL 33154

**ARTICLE VIII**

The name and address of the incorporator executing these Articles of Incorporation is:

Jorge Schvetz  
9800 West Bay Harbor Drive #203  
Bay Harbor Islands, FL 33154

The undersigned have executed these Articles of Incorporation this 16 of July of 2008.

  
\_\_\_\_\_  
Jorge Schvetz

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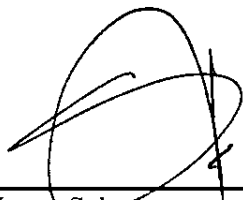
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

First that MIAMI KOSHER WINECORP

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Jorge Schvetz, 9800 West Bay Harbor Drive #203, Bay Harbor Islands, County of Dade, State of Florida, as its agent to accept service of process within this state.

**HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CDERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.**



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Jorge Schvetz  
**Registered Agent**

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