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D. BRUCE

AUG 18 2008

EXAMINER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** World of Wines of South Tampa Inc. +  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Tracy Cottle  
(Contact Person)

A1A Incorporation Services  
(Firm/Company)

2761 Vista Parkway, Suite E4  
(Address)

West Palm Beach, Florida 33411  
(City, State and Zip Code)

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For further information concerning this matter, please call:

Tracy Cottle at ( 800 ) 494-3124  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|--|---|---|--|

### STREET ADDRESS:

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

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 11, 2008

TRACY COTTLE  
A1A INCORPORATION SERVICES  
2761 VISTA PARKWAY, SUITE E4  
WEST PALM BEACH, FL 33411

SUBJECT: WORLD OF WINES OF SOUTH TAMPA INC.  
Ref. Number: W08000037668

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We have received your document for WORLD OF WINES OF SOUTH TAMPA INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 308A00045394

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

World of Wines of South Tampa LLC

(Enter Name of Other Business Entity)

L08000009993

2. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 01/28/2008

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

World of Wines of South Tampa Inc.

(Enter Name of Florida Profit Corporation)

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STATE  
FLORIDA

Signed this 12th day of August, 20 08.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Kay Costango

Printed Name: Kay Costango Title: Director

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: Kelvin J Costango  
Printed Name: Kelvin Costango Title: Managing Member

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

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## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be:

WORLD OF WINES OF SOUTH TAMPA INC.

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

3431-A S WESTSHORE BOULEVARD  
TAMPA, FLORIDA 33629

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

### **ARTICLE IV SHARES**

The number of shares of stock is:

1,500 COMMON SHARES PAR VALUE \$0.01

### **ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)**

The name(s), address(es), and title(s) of the directors and officers is:

DIRECTOR, PRESIDENT  
KAY COSTANGO  
3431-A S WESTSHORE BOULEVARD  
TAMPA, FLORIDA 33629

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WORLD OF WINES OF SOUTH TAMPA INC.

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is:

KAY COSTANGO

3431-A S WESTSHORE BOULEVARD

TAMPA, FLORIDA 33629

**ARTICLE VII INCORPORATOR**

The name and Florida street address of the incorporator is:

KAY COSTANGO

3431-A S WESTSHORE BOULEVARD

TAMPA, FLORIDA 33629

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kay Costango  
KAY COSTANGO / Registered Agent

8-6-08  
Date

Kay Costango  
KAY COSTANGO / Incorporator

8-6-08  
Date

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