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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

AGML FOOD AND WINE CORPORATION

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ARTICLES OF INCORPORATION
OF
AGML FOOD AND WINE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: AGML FOOD AND WINE CORPORATION

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue Five Hundred (500) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The principal office and mailing address of the corporation is:

1395 Brickell Avenue, 14th Floor-DEK
Miami, Florida 33131

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ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation is Donald E. Kubit, 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131.

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ARTICLE VIII

Board of Directors

This corporation shall have at least one (1) director. Initially, the Corporation shall have three (3) directors. The number of directors may be changed from time to time by amendment to the By-Laws adopted by the shareholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The names and addresses of the initial directors, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs sooner, are as follows:

Name	Address
Linda Coffey	2222 Alhambra Circle Coral Gables, FL 33131
Graham Gordon	2222 Alhambra Circle Coral Gables, FL 33131
Arthur Zdrzynski	31 Manor Street Brighton, Victoria Australia 3136

ARTICLE IX

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

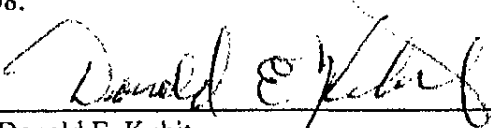
The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

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Name	Address	Title
Graham Gordon.	2222 Alhambra Circle Coral Gables, FL 33131	President
Linda Coffey	2222 Alhambra Circle Coral Gables, FL 33131	Secretary and Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of August, 2008.


Donald E. Kubit

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Donald E. Kubit

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