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FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTH FLORIDA WINES & SPIRITS DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF

SOUTH FLORIDA WINES & SPIRITS DISTRIBUTORS, INC.

THE UNDERSIGNED incorporator does hereby make subscribe, acknowledge and file with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be  
SOUTH FLORIDA WINES & SPIRITS DISTRIBUTORS, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this Corporation par \$1.00 Value shall be:

SHARES

PAR VALUE

1,000

\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be no less than Five Hundred (500.00) Dollars.

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**ARTICLE V - TERM OF CORPORATE EXISTENCE**

*The Corporation shall have perpetual existence.*

**ARTICLE VI - PRINCIPAL OFFICE**

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the state of Florida, and to establish branch Offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

PRINCIPAL - 7933 N.W. 64<sup>TH</sup> STREET  
MIAMI FLORIDA, 33166

MAILING - 7230 S.W. 11<sup>TH</sup> STREET  
MIAMI FLORIDA. 33144

**ARTICLE VII - DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less one (1) and not more than nine (9) directors, the number of the same to be fixed by the Corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting. Any officer of the Corporation may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present, by the affirmative vote of a majority of the Directors present.

**ARTICLE VIII- INITIAL BOARD OF DIRECTORS**

The member(s) of the first Board of Directors are:

**DIRECTORS**

**ADDRESS**

JOSE R. MARTELL

7230 S.W. 11TH STREET  
MIAMI FLORIDA. 33144

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The member of the first Board of directors, unless otherwise provide by the by-laws, shall hold office for the first year of the corporate existence of until their successors are elected or appointed and have qualified.

#### ARTICLE IX - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER SHARES</u>
JOSE R. MARTELL	7230 S.W. 11TH STREET MIAMI FLORIDA. 33144	333.33
VICENTE A. SOTOLONGO	1950 N.E. 118RD NORTH MIAMI FLORIDA. 33181	333.33
PEDRO R. CEDENO	561 N.W. 82ND CT MIAMI FLORIDA. 33126	333.33

#### ARTICLE X - OFFICERS

The officers of this Corporation shall be a President, who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may be deemed necessary.

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also mad the Secretary or Assisiant Secretary of this Corporation. The initini officers of the Corporation shall be as follow:

<u>OFFICERS</u>	<u>ADDRESS</u>
JOSE R. MARTELL(PRESIDENT)	7230 S.W. 11TH ST MIAMI FL 33144
VICENTE A. SOTOLONGO(V-PRESIDENT)	1950N.E. 118RD N. MIAMI FL. 33181
PEDRO R. CEDENO(TREASURER)	561 N.W. 82ND CT MIAMI FL. 33126

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**ARTICLE XI - REGISTERED AGENT**

**The registered agent of the Corporation shall be:**

**NAME**

JOSE R. MARTELL

**ADDRESS**

7230 S.W. 11TH STREET  
MIAMI FLORIDA. 33144

**The registered office of the Corporation shall be:**

7230 S.W. 11TH STREET  
MIAMI FLORIDA. 33144

**ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter proscribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, \_\_\_\_\_ undersigned. Being each of the original subscriber (s) to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida. Under the Laws of Florida, do \_\_\_\_\_ make and file these Articles. Hereby declaring and certifying that the facts herein stated are true and do \_\_\_\_\_ respectfully agree to take the numbers of shares hereinabove set forth, and hereunto \_\_\_\_\_ hand \_\_\_\_\_ and seals, this 29TH day of JANUARY, 2009

  
JOSE R. MARTELL

STATE OF FLORIDA )

COUNTY OF DADE )


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BEFORE ME, the undersigned authority, personally appeared.

Who \_\_\_\_\_ known to me to be the person (s) described in and who execute the foregoing Articles of Incorporation, and who, after being by me first duly sworn on oath, \_\_\_\_\_ and say \_\_\_\_\_ and do \_\_\_\_\_ acknowledge before me, that the said Articles to be the act and deed of signer \_\_\_\_\_ respectively and respectfully, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 29TH day of JANUARY, 2009

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission expires:



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

Pursuant to the provisions of Section 6073325, Florida Statutes, the  
**Undersigned Corporation, organized under the laws of the State of Florida,**  
submits the following statement in designation the registered  
office/registered agent, in the State of Florida.

1. The Name Corporation is:

SOUTH FLORIDA WINES & SPIRITS DISTRIBUTORS, INC.

2. The name and address of the registered agent and office is:

JOSE R. MARTELL  
7230 S.W. 11TH STREET  
(P.O.Box not acceptable)

MIAMI FLORIDA. 33144  
(City/State/Zip)

SIGNATURE: 

(Corporate Officer)  
JOSE R. MARTELL

TITLE: PRESIDENT

DATE: JANUARY, 29TH. 2009

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT  
IN THIS CAPACITY AND FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL THE STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND  
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325,  
FLORIDA STATUTES.

SIGNATURE: 

JOSE R. MARTELL  
DATE: JANUARY, 29TH. 2009

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