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ARTICLES OF INCORPORATION

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OF

Ascent Wines, Inc.

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

ARTICLE I

The name of the corporation is:

Ascent Wines, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The aggregate number of shares that this corporation shall have authority to issue shall be Two Hundred (200) Common shares, all of which shall be without par value.

ARTICLE IV

The street address of the initial registered office of this corporation shall be 18804 Chopin Drive, Lutz, Florida 33558, and the name of the initial registered agent of this corporation at such address is Jerry L. Stephan.

ARTICLE V

The principal place of business and mailing address of this corporation shall be 18804 Chopin Drive, Lutz, Florida 33558.

The undersigned incorporator has executed these Articles of Incorporation this 25 day of October, 2010.

Fred Larison

307 Hamilton Street

Albany, New York 12210

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

In compliance with the provisions of Section 607.0501, Florida Statutes, Ascent Wines, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST:

The name of the corporation is:

Ascent Wines, Inc.

SECOND:

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

Jerry L. Stephan 18804 Chopin Drive Lutz, Florida 33558

HAVING BEEN named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 18 day of Octor, 2010

Jerry L. Stephan

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