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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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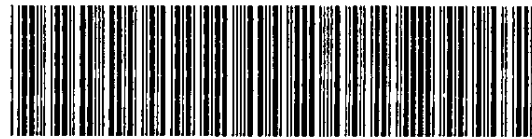
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11 MAR 28 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAR 29 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE WINE DEN CORPORATION

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:

CHRISTINA BAKER

Contact Person

THE WINE DEN CORPORATION

Firm/Company

109 E 4TH AVENUE

Address

MOUNT DORA, FL 32757

City, State and Zip Code

THEWINEDEN@EMBARQMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTINA BAKER

Name of Contact Person

at (352) 735-5594

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☒ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

THE WD WINE DEPOSITORY, LLC

L08000070304

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(Enter entity type. Example: limited liability company, limited partnership,
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 JULY 22, 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:

N/A

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

THE WINE DEN CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

Signed this _____ day of MARCH, 20 11.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: CHRISTINA BAKER Title: PRESIDENT

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Christina Baker
Printed Name: CHRISTINA BAKER Title: REGISTERED AGENT / MGRM

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.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **THE WINE DEN CORPORATION**

ARTICLE II PRINCIPAL OFFICE

Principal street address

109 E 4TH AVENUE

MOUNT DORA, FL 32757

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The Wine Den's purpose is retail sales of wine, beer and lifestyle merchandise centered around the food and wine industry.

ARTICLE IV SHARES

The number of shares of stock is: **1000**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: CHRISTINA BAKER, PRESIDENT

Address: 1340 LAKE DORA DRIVE

TAVARES, FL 32778

Name and Title: ERIC BAKER, VICE PRESIDENT

Address: 1340 LAKE DORA DRIVE

TAVARES, FL 32778

Name and Title:

Address:

Name and Title:

Address:

Name and Title:

Address:

Name and Title:

Address:

CHRISTINA BAKER

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: CHRISTINA BAKER

Address: 1340 LAKE DORA DRIVE

TAVARES, FL 32778

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

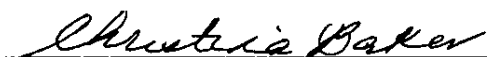
Name: CHRISTINA BAKER

Address: 1340 LAKE DORA DRIVE

TAVARES, FL 32778

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

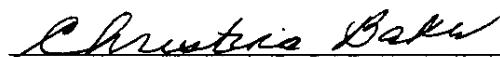


Required Signature/Registered Agent

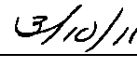


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature/Incorporator



Date