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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Genie Spirits, Inc.**

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11 JUL 11 PM 12:34  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
GENIE SPIRITS, INC., a Florida corporation**

(Pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"))

**THE UNDERSIGNED**, acting as sole incorporator of **GENIE SPIRITS, INC.**, a Florida corporation (the "Corporation"), under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE ONE:**  
**NAME**

The name of this corporation is **GENIE SPIRITS, INC.**

**ARTICLE TWO:**  
**PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 176 St. Vincent Street, Glasgow G2 5SG, Scotland, UK.

**ARTICLE THREE:**  
**REGISTERED OFFICE AND AGENT**

The mailing address and street address of the registered office of the Corporation are One Independent Drive, Suite 1300, Jacksonville, Florida 32202. The name of the registered agent of the Corporation is F&L Corp.

**ARTICLE FOUR:**  
**DURATION**

The term of existence of the Corporation shall be perpetual.

**ARTICLE FIVE:**  
**PURPOSE**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE SIX:**  
**CAPITAL STOCK**

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having Once Cent (\$0.01) par value per share.

**ARTICLE SEVEN:**  
**BYLAWS**

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The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation.

**ARTICLE EIGHT**  
**INDEMNIFICATION**

A. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Act.

B. Insurance. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. Limitation of Director Liability. The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

**ARTICLE NINE**  
**INCORPORATOR**

The name of the sole incorporator of the Corporation is Reynald V. Grattagliano. The mailing address and street address of the sole incorporator of the Corporation are 176 St. Vincent Street, Glasgow G2 5SQ, Scotland, UK.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator of this Corporation on this 7 day of July, 2011.

Reynald V. Grattagliano, sole Incorporator

**ACCEPTANCE OF APPOINTMENT**

**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article Three of the foregoing Articles of Incorporation of **GENIE SPIRITS, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED** this \_\_\_\_\_ day of July, 2011.

**REGISTERED AGENT:**

**F&L Corp.**

By: 

Name: Michael Gray, Authorized Agent

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