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FLORIDA PROFIT/NON PROFIT CORPORATION
VINO ROSSO, INC.

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ARTICLES OF INCORPORATION

OF

VINO ROSSO, INC.

(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Vino Rosso, Inc. (the "Corporation").

Article II

Duration and Existence

The Corporation shall exist perpetually.

Article III

Purpose

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

Article IV

Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 2401 PGA Blvd., Suite 172, Palm Beach Gardens, FL 33410.

Article V

Capital Stock

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 7,500 shares, consisting of 750 shares of Class A Common Stock, each with $1.00 par value per share, and 6,750 shares of Class B Common Stock, each with $1.00 par value per share. Only holders of shares of Class A Common Stock shall be entitled to vote on any matter requiring the consent or approval of the shareholders of the Corporation. Each outstanding share of Class A Common Stock shall be entitled to one vote on each matter requiring the consent or approval of the shareholders of the Corporation. Except for the right to vote, each share of Class

A Common Stock and each share of Class B Common Stock shall have identical rights, including the rights to share in and receive distributions and liquidation proceeds.

Article VI

Registered Office and Agent

The street address of the registered office of the Corporation is 2401 PGA Blvd., Suite 172, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of the Corporation at that address is Carmine Giardini.

Article VII

Board of Directors

The Corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation is as follows:

Name	Address
Carmine Giardini	2401 PGA Blvd., Suite 172, Palm Beach Gardens, FL 33410

Article VIII

Officers

The board of directors of the Corporation shall elect officers in accordance with the bylaws. The names and addresses of the initial officers of the Corporation are as follows:

Officer	Name and Address
President	Carmine Giardini 2401 PGA Blvd., Suite 172, Palm Beach Gardens, FL 33410

Article IX

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

Article X

Exculpation and Indemnification

(a) To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Act or any other law of the State of Florida is amended after approval by the shareholders of this Article X 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. Any repeal or modification of the foregoing provisions of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

(b) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, agents and authorized observers 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 shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the Act.

Article XI

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the date set forth below.

Dated: March 21, 2025

/s/ Carmine Giardini

By:____________________________

CARMINE GIARDINI, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, Carmine Giardini hereby accepts the appointment as registered agent and agrees to act in this capacity. Carmine Giardini further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and states that he is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.

Dated: March 21, 2025

/s/ Carmine Giardini
CARMINE GIARDINI

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