

JOE MIKLAS

ATTORNEY, P.A.

P92000002902

July 15, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn. Certification Section

200002934802--4
-07/19/99-01088-008
*****70.00 *****70.00

Re: Merger of Tradewinds Liquors Inc.
& Islamorada Liquors Inc.

Dear Sir/ Madam,

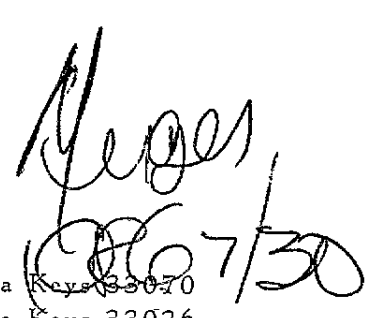
Enclosed please find the Plan of Merger, Minutes of the Special Meeting of Shareholders, Waiver of Notice of Special Meeting and this firm's check in the amount of \$70.00, for filing fees.

Should you require anything further, please do not hesitate to contact this office.

Sincerely,


Joe Miklas

JM/cb


06/7/30

Offices: Mile Marker 88.7 • Florida Keys 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ISLAMORADA LIQUORS, INC., a Florida corporation, document number J56772

INTO

TRADEWINDS LIQUORS INC., a Florida corporation, P92000002902.

File date: July 29, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

JOE MIKLAS, ATTORNEY, P.A.
PO BOX 366
ISLAMORADA, FL 33036-0366

SUBJECT: TRADEWINDS LIQUORS INC.
Ref. Number: P92000002902

We have received your document for TRADEWINDS LIQUORS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

WHEN FILING A MERGER, BOTH THE ARTICLES OF MERGER AND THE PLAN OF MERGER MUST BE SUBMITTED. NO DOCUMENT ENTITLED ARTICLES OF MERGER WAS ATTACHED. MINUTES ARE NOT FILED WITH THE SECRETARY OF STATE. THE ADOPTION OF MERGER ALONG WITH THE DATE OF ADOPTION SHOULD BE CONTAINED IN THE REQUIRED DOCUMENTS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 499A00037483

J O E M I K L A S

ATTORNEY, P.A.

July 26, 1999

Attention: Karen Gibson
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

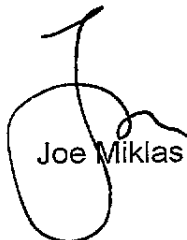
Re: TRADEWINDS LIQUORS INC.
Ref. Number: P92000002902

Secretary of State:

Enclosed please find the Articles and Plan of Merger on the above referenced corporation. Please record this information and return to our office in the enclosed self-addressed, stamped, envelope.

If further information is required, please call. Thank you for your assistance in this matter.

Sincerely,



Joe Miklas

/cb

Enclosure

Offices: Mile Marker 88.7 • Florida Keys 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323

FILED
99 JUL 29 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER

ISLAMORADA LIQUORS, INC., a Florida corporation and TRADEWINDS LIQUORS, INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to **§ 607.1101 Fla. Stat. (1999)**.

1. Name of each corporation planning to merge is:

ISLAMORADA LIQUORS, INC.
TRADEWINDS LIQUORS, INC.

2. Name of surviving corporation is:

TRADEWINDS LIQUORS, INC.

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.


4. The manner and basis of converting the shares of each corporation is: Each share of the \$1.00 par value common stock of ISLAMORADA LIQUORS, INC issued and outstanding on the effective date of the merger shall be converted into 100 shares of the \$1.00 par value common stock of the surviving corporation shall thereupon be issued and outstanding.

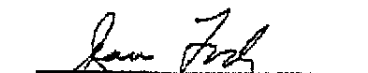
5. The manner and basis of converting rights to acquire shares of each corporation is: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such a manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor, certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which share holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.
6. The following are amendments to or a restatement of the articles of incorporation of the surviving corporation: The articles of incorporation of the surviving corporation TRADEWINDS LIQUORS INC., shall continue to be its articles of incorporation following the effective date of the merger or are hereby amended and changed as follows:

N/A


MF 97

7. The effective date of the merger is: The effective date of this merger shall be the date when the articles of merger are filed by the Florida Department of State.
8. This Merger was adopted on July 14th, 1999 by Directors and Stockholders at a special meeting constituting a majority of Stockholders and Directors.
9. Other provisions relating to the merger: The directors and officers of the surviving corporation TRADEWINDS LIQUORS INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation as the directors and the officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.


Bennet Fode, President


Jean Fode, Vice President

As the Board of Directors
ISLAMORADA LIQUORS INC.,
a Florida corporation


Bennet Fode, President

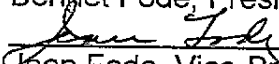

Jean Fode, Vice President

As the Board of Directors
TRADEWINDS LIQUORS INC.,
a Florida corporation

**WAIVER OF NOTICE OF SPECIAL MEETING OF STOCKHOLDERS AND
DIRECTORS**

The undersigned, being all of the Stockholders and Directors of TRADEWINDS LIQUORS INC., a corporation organized under the laws of the State of Florida, do hereby waive all statutory requirements as to notice of the time, place and purpose of the special meeting of the Shareholders and Directors of said of corporation for the purpose of considering plan of merger and publication thereof and consent that the meeting shall be held at the offices of the corporation on the 14th JULY, at 5:00 of that day, and consent to the transaction of any and all business that may properly come before said meeting.


Bennet Fode, President


Jean Fode, Vice-President

RATIFICATION OF MINUTES

We, The undersigned, being all of the Directors and Stockholders of TRADEWINDS LIQUORS INC., do hereby ratify, approve and confirm all that has occurred at the special meeting of stockholders and directors on 14th JULY, 1999, at the office of the corporation, the minutes of which we have and in signification of such approval, ratification and confirmation and our assent to any and all acts at the said meeting, do hereby sign our names and affix our seals.


Bennet Fode, President


Jean Fode, Vice-President