

Luisa Alonso

P95000005822

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Florida Department of State
Division of Corporations
New Filings Section
P.O. BOX 6327
Tallahassee, Florida 32314

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January 12, 1995

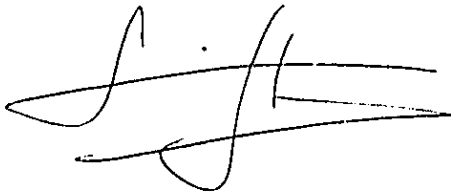
EFFECTIVE DATE

1-12-95

Dear Sirs,

Enclosed please find the Articles of Incorporation for Pedro Rovira USA, Inc., and check number 1326 for \$122.50 to cover filing fees.

Sincerely,



FILED
1995 JAN 19 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

PEDRO ROVIRA USA, Inc.

Article I - Name

The name of this corporation is PEDRO ROVIRA USA, Inc.

Article II - Purpose

This corporation is organized to import, distribute and market wines and spirits of all kinds in the United States and to engage in all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of Five and No/100 (\$5.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office and Agent

The present address of the office of this corporation is 1000 Brickell Avenue, Suite 630, Miami, Florida, 33131.

The name of the initial Registered Agent of this corporation is LUISA ALONSO of 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1).

The initial directors of this corporation are PEDRO ROVIRA (President), JOAN LACORTE (Vice-President and Treasurer) and PEDRO PERRINO (Vice-President and Secretary), all at 1000 Brickell Avenue, Suite 630, Miami, Florida, 33131.

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Article VII - Incorporator

The name and address of the person signing these Articles is: LUISA ALONSO of 1541 Brickell Avenue, Suite C 206, Miami, Florida, 33129.

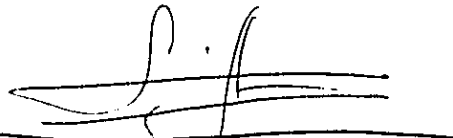
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on January 12, 1995.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned PEDRO ROVIRA USA has executed these Articles of Incorporation, this 12 day of January, 1995.



LUISA ALONSO

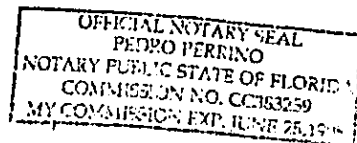
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared LUISA ALONSO, who produced her Florida driver's license as identification, and who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 12th. day of January, of 1995.



Pedro Perrino, Notary Public
State of Florida



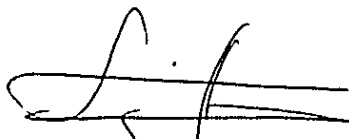
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That PEDRO ROVIRA USA, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named LUISA ALONSO, located at 1541 Brickell Avenue, Suite C2206, Miami, Florida, 33129, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of PEDRO ROVIRA USA, Inc. to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this 12 of January of 1995.



LUISA ALONSO
Registered Agent

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1995 JAN 19 AM 8 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA