

**Wolfe, Young, O'Baker & Company**  
ACCOUNTANTS, TAX PRACTITIONERS & BUSINESS CONSULTANTS

**P950000 20857**

March 2, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: DEXTER'S WINES, INC

500000 402857  
-03/13/95-01060--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
TALLAHASSEE  
SECRET  
95 MAR 13 M  
FILED

To Whom it May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00), and Register Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent .

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company

  
Clyde E. O'Baker

CEO/sbo  
Enclosures

cc: DEXTER'S WINES, INC

NANCY HENDRICKS MAR 20 1995

**ARTICLES OF INCORPORATION  
OF  
DEXTER'S WINES, INC.**

**Article I - Name**

The name of the corporation is: **DEXTER'S WINES, INC.**

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office and the mailing address of this corporation is: 200 West Fairbanks Avenue, Winter Park, Florida 32789-4329, and the name of the initial registered agent of this corporation at that address is: Dexter Richardson.

**Article VII - Initial Board of Directors**

This corporation shall have four (3) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Dexter Richardson, 435 Westminster Drive, Orlando, Florida 32803, Adrian H. Mann, 622 Carvell Drive, Winter Park, Florida 32792, and Timothy D. Varan, 951 Islander Avenue, Orlando, Florida 32825.

**Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: Dexter Richardson, 200 West Fairbanks Avenue, Winter Park, Florida 32789-4329.

**Article IX - Initial Officers**

The names and addresses of the initial officers shall be: Dexter Richardson, 435 Westminster Drive, Orlando, Florida 32803 - President, Adrian H. Mann, 622 Carvell Drive, Winter Park, Florida 32792 - Vice President and Timothy D. Varan - Secretary/Treasurer.

**Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the By-Laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 22 day of FEBRUARY A.D., 1995.

A handwritten signature in black ink, appearing to read 'Dexter Richardson', written over a horizontal line.

Dexter Richardson - Incorporator

STATE OF FLORIDA

COUNTY OF Orange :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Dexter Richardson**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.



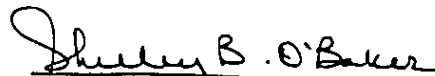
Dexter Richardson

Form of I.D. Florida D.L.

I.D. # R263-173-52-257

Expiration 10/96

SWORN and SUBSCRIBED to before me this 22ND day of February, A.D., 1995.



Notary Public, State of Florida  
AT LARGE

My Commission Expires:  
(N.P. Seal)



SHELLEY B. O'BAKER  
MY COMA EXP. 4/24/96  
BONDED BY SERVICE INS.  
NO. CC192268

State of Florida  
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in compliance with Section 48.091,  
Florida Statutes.

FILED  
95 MAR 13 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DEXTER'S WINES, INC.**, a corporation organized under the laws of the State  
of Florida, with its principal office at: 200 West Fairbanks Avenue, Winter  
Park, Florida 32789-4329, has named Dexter Richardson, at above said  
address, as its Agent to accept service of process within this State.

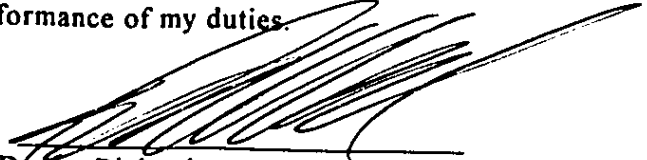
**DEXTER'S WINES, INC.**

BY: 

Dexter Richardson - Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above-stated  
corporation, at the designated place in this certificate, I hereby agree to act in  
this capacity, and I further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

  
Dexter Richardson - Resident Agent