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NOT PRINT DUE TO TECHNICAL DIFFICULTIES AT THIS END

H95000003140
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: LEVINE & PARTNERS, P.A.
1110 BRICKELL AVENUE
7TH FLR/ATTN: ALAN LEVINE
MIAMI, FL 33131
CONTACT: LIZ BRIER
PHONE: (305) 372-1350
FAX: (305) 372-1352
FLORIDA PROFIT CORPORATION
INC.
CURRENT STATUS: REQUESTED
TIME REQUESTED:
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX/MAIL
ACCOUNT NUMBER: 074677001117

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13
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11
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9
8
7
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PA#: H95000003140

ARTICLES OF INCORPORATION OF
MALBEC FLORIDA, INC.

ARTICLE I
NAME

The name of the Corporation is MALBEC FLORIDA, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1110 Brickell Ave., 7th Floor, Miami, Florida 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1110 Brickell Ave., 7th Floor, Miami, Florida 33131.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

PA#: H95000003140

PAN: H95000003140

**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1110 Brickell Ave., 7th Floor, Miami, Florida 33131 and the name of the initial Registered Agent of this Corporation at that address is ALAN W. LEVINE.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles is:

Name**Address**

Alan W. Levine

1110 Brickell Ave., 7th Floor,
Miami, Fl. 33131**ARTICLE IX
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.


**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

PAN: H95000003140

PA#: H95000003140

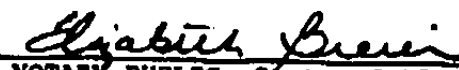
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1995.


ALAN W. LEVINE


STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ALAN W. LEVINE, who is personally known to me and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 20th day of March, 1995.


NOTARY PUBLIC, State of Florida
at Large

ELIZABETH BREIER
CC126952

My Commission Expires:  Notary Public, State of Florida
My Commission Expires Aug. 24, 1995
- - - - - Good and True Copy - - - - -

PA#: H95000003140

FAN: H95000003140

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT MALBEC FLORIDA, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W. LEVINE,
LOCATED AT 1110 BRICKELL AVE., 7TH FLOOR, MIAMI, FLORIDA, 33131,
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA.



ALAN W. LEVINE

INCORPORATOR

TITLE

3/20/95

DATE

HAVING BEEN NAMED 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, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE

FAN: H95000003140