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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 31 PM 4:19

Via Federal Express Mail
March 30, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Wenzelmeister - Industries, Inc.

Dear Sir:

I have enclosed an original and one copy of the Articles of Incorporation for Wenzelmeister - Industries, Inc., for filing with your office. In addition, a check in the amount of \$78.75 has been included to cover the following fees:

| | |
|------------------------------|----------------|
| Filing Fees | \$35.00 |
| Certificate of Status/Fact | \$ 8.75 |
| Registered Agent/Designation | <u>\$35.00</u> |
| Total | \$78.75 |

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Please return a "filed" stamped copy of the Articles to this office. A pre-paid return envelope is enclosed for your convenience.

Thank you.

Yours very truly,

Ludwig J. Abruzzo
LUDWIG J. ABRUZZO

LJA:dib
Enclosures

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**ARTICLES OF INCORPORATION
OF
WENZELMEISTER - INDUSTRIES, INC.**

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- FIRST: The name of the corporation is WENZELMEISTER - INDUSTRIES, INC.
- SECOND: The period of duration of the corporation is perpetual.
- THIRD: The purpose or purposes for which the corporation is organized are to import and manufacture spirits, wines and beer, and to invest in financial ventures of all types and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

No Classes Of Stock. The shares of the corporation are not to be divided into classes.

No Share In Series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 4632 Vincennes Boulevard, Cape Coral, Florida 33904, and the name of the initial registered agent at such address is BEN DAIDONE.

SIXTH: The initial board of directors shall consist of 3 members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the persons who shall serve as director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

KARL WENZEL - Route 3, Box 88, Mocksville, North Carolina 27028
BEN DAIDONE - 4632 Vincennes Boulevard, Cape Coral, Florida 33904
CAROLYN DAIDONE - 4632 Vincennes Boulevard, Cape Coral, Florida 33904

EIGHTH: The name and address of the initial incorporator is as follows:

KARL WENZEL - Route 3, Box 88, Mocksville, North Carolina 27028

NINTH: An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders all have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

ELEVENTH: The shareholders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

TWELFTH: The mailing address is 4632 Vincennes Boulevard, Cape Coral, Florida 33904.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Naples, Florida on the 29 day of MARCH, 1995.

Karl Wenzel
KARL WENZEL, Incorporator

STATE OF NORTH CAROLINA)
)SS.
COUNTY OF Davidson)

BEFORE ME, this day, personally appeared KARL WENZEL who is personally known to me or who provided N/A as identification and is known to me to be the individual named herein as Incorporator and who executed the foregoing Articles of Incorporation as said Incorporator of the above-named WENZELMEISTER - INDUSTRIES, INC., a Florida corporation, and he acknowledged to and before me that he executed said document as such Incorporator and on behalf of said corporation with due authorization to do so.

WITNESS my hand and official seal, this 29th day of March, 1995.

Sammy H. Zappa
, Notary Public

My Commission Expires:

May 10, 1999

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
WENZELMEISTER - INDUSTRIES, INC.

2. The name and address of the registered agent and office is:
BEN DAIDONE
4632 Vincennes Boulevard, Cape Coral, Florida 33904

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE: _____

BEN DAIDONE

Date: _____

3/30/95