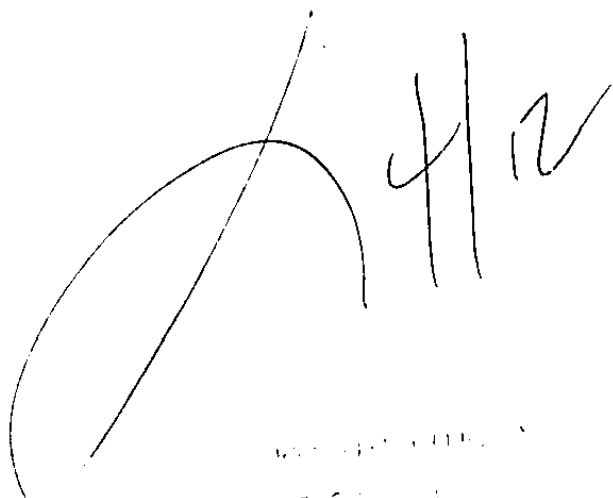


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4/12/95 10:00 AM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W. FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3094  
FAX: (305) 541-3770  
(((H95000004145))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: WINE HEALTH INTERNATIONAL, INC.  
FAX AUDIT NUMBER: H95000004145 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/12/1995 TIME REQUESTED: 09:31:12  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX  
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TALLAHASSEE, FLORIDA



35:51

(6)

ARTICLES OF INCORPORATION

OF

WINE HEALTH INTERNATIONAL, INC.

THE UNDERSIGNED, has executed the following document, as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: WINE HEALTH INTERNATIONAL, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 11767 S. DIXIE HWY. #255  
MIAMI FL 33156

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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# ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: DAVID A. WOLFSON  
15321 S. DIXIE HWY. #209  
MIAMI FL 33157

# ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) whos to serve as an initial director(s) is:

MICHAEL I. GILBERT 11767 S. DIXIE HWY. #255  
MIAMI FL 33156

CRAIG THOMPSON 11767 S. DIXIE HWY. #255  
MIAMI FL 33156

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ARTICLE VIII

The name and address of the incorporator executing these  
Articles of Incorporation is:  
EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER ST #200  
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation  
this 11 day of APRIL, 1995.

Ray Stormont  
Incorporator  
RAY STORMONT/PRESIDENT  
SIGNING FOR  
EMPIRE CORPORATE KIT OF AMERICA, INC.

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

Pursuant to the provisions of section 607.0501, 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.

First that WINK HEALTH INTERNATIONAL, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named DAVID A. WOLPHON  
(Name of Registered Agent)  
located at MIAMI, County of DADE  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

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

Registered Agent

FILED  
95 APR 12 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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