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(((H95000004154))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000004154))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SCS INTERNATIONAL WINE & FOOD, INC.

FAX AUDIT NUMBER: H95000004154	CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/12/1995	TIME REQUESTED: 11:43:41
CERTIFIED COPIES: 1	CERTIFICATE OF STATUS: 0
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ARTICLES OF INCORPORATION

OF

SCB INTERNATIONAL WINE & FOOD, INC.

I, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be SCB INTERNATIONAL WINE & FOOD, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of $1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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Prepared by:
Nancy Terminello
FI B 21-897744
2700 SW 37 AVE
Miami, Fl 33133
305-445-1101

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Carlo Allocco
260 Woodcrest Road
Key Biscayne, Florida 33149

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is: 260 Woodcrest Road, Key Biscayne, FL 33149

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the persons signing these articles and the name and address of the persons who shall serve on the first Board of Directors are:

Carlo Allocco, President, Vice-President, Secretary, Treasurer
260 Woodcrest Road
Key Biscayne, Florida 33149

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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this ___ day of April, 1995.

CARLO ALLOCCO

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of April, 1995, by CARLO ALLOCCO, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced DL A420-100-60-228 as identification.

NOTARY PUBLIC State of Florida at Large
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
NANCY TERMINELLO
My Comm. Exp. 1-6-96
Bonded By Service Ins. Co.
No. CC172254

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Florida law the following is submitted:

SCS INTERNATIONAL WINE & FOOD, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 260 Woodcrest Road, Key Biscayne, FL 33149, has named CARLO ALLOCCO as its agent to accept service of process within Florida.

Dated: April 10, 1995

CARLO ALLOCCO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service for SCS INTERNATIONAL WINE & FOOD, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

CARLO ALLOCCO
Registered Agent

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AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE
(Address)
CORAL GABLES, FL 33134 – (305) 445-2700
(City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SCS International Wine & Food, Inc. P95000028843
(Corporation Name) (Document #)
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3. (Corporation Name) (Document #)
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TALLAHASSEE, FLORIDA

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	NEW FILINGS
	Profit
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	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
X	Dissolution/Withdrawal
	Merger

5/7/97

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	

CR2E031(10/92)

ARTICLES OF DISSOLUTION

OF

SCS INTERNATIONAL WINE & FOOD, INC.

97 MAY -6 AM 10:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1403, Florida Statutes, this corporation adopts the following articles of dissolution:

FIRST: The name and address of this corporation is **SCS INTERNATIONAL WINE & FOOD, INC.**, 150 Southeast 25 Road, Suite 12-J, Miami, Florida 33129.

SECOND: The date of the adoption of these Articles of Dissolution is the 22 April 1997.

THIRD: The dissolution of the corporation was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FOURTH: The Articles of Dissolution shall be effective upon the filing with the Secretary of State of Florida.

Signed this 22 April 1997.

SCS INTERNATIONAL WINE & FOOD, INC.

By: Carlo Allocco, President

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