

**H95000028843**

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

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 641-3094  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SC9 INTERNATIONAL WINE & FOOD, INC.  
FAX AUDIT NUMBER: H95000004154  
DATE REQUESTED: 04/12/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:49:41  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000004154)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:07:1

*[Handwritten signature]*  
*4/12*

FILED  
APR 12 PM 2:33  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

(5)

FILED

RECEIVED

FILED

**ARTICLES OF INCORPORATION  
OF  
SCS 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 **SCS 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.

Prepared by:

Nancy Terminello  
FI 821-877744  
2700 SW 37 AVE  
Miami, FI 33133  
305-445-1101

H9500000 4154

H9500000 4154

H9500000 4154

**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  
280 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: 280 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  
280 Woodcrest Road  
Key Biscayne, Florida 33149*

H9500000 4154

**ARTICLE VII - AMENDMENTS**

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 A420-100-62-228 as identification.

  
NOTARY PUBLIC State of Florida at Large  
My Commission Expires:



NANCY TERMINELLO  
My Comm. Exp. 1-6-98  
Bonded By Service Inv. Co.  
No. CC173764

H9500000 4154

H9500000 4154

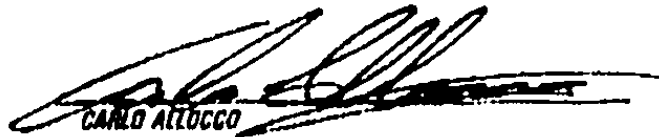
H9500000 4154

**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 280 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. 607.050(13).

  
CARLO ALLOCCO  
Registered Agent

FILED  
55 MAY 12 PM 2:33  
TALLAHASSEE, FLORIDA

H9500000 4154

P9500002 8843

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

REC'D 02168748-15

-05/07/97-01005--002

\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

*dis*

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

1. SCS International Wine & Food, Inc. P95000028843

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                      |
|-------------------------------------|--------------------------------------|
| <input type="checkbox"/>            | Amendment                            |
| <input type="checkbox"/>            | Resignation of R.A. Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent           |
| <input checked="" type="checkbox"/> | Dissolution/Withdrawal               |
| <input type="checkbox"/>            | Merger                               |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

**ARTICLES OF DISSOLUTION**  
**OF**  
**SCS INTERNATIONAL WINE & FOOD, INC.**

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

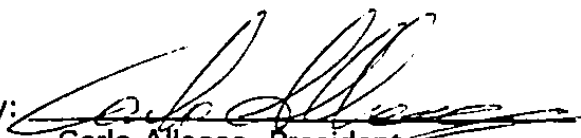
Pursuant to the provisions of section 607.1403, Florida Statutes, this corporation adopts the following articles of dissolution:

- 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