

MIAMI **246**

BOCA RATON* CLEARWATER DAYTONA BEACH* FORT MYERS HOLLYWOOD MIAMI* MIAMI* NAPLES ORLANDO
 PORT CHARLOTTE* ST. PETERSBURG SARASOTA STHART* TALLAHASSEE TAMPA WEST PALM BEACH

GARY A. POLANSKY
 ALAN S. BICKER
 ROBERT J. MANN
 ALAN E. TANNENBAUM
 ANDREW A. KALLICHE
 DANIEL S. ROSENBAUM
 SHARON A. WELER
 GARY C. RUGH
 ALLEN M. LEVINE
 LEE H. BORG
 ROBERT L. TANKER
 STEVEN B. LEMAN
 RICHARD H. BREIT
 MICHAEL G. MILES
 HERBERT O. BROCK, JR.
 CHAD M. MCCLEATHEN
 DAVID H. ROGEL
 ELLEN G. HIRSCH
 DENNIS A. HAAS
 KENNETH S. DREKSON
 JOSEPH E. ADAMS
 HAROLD E. KAPLAN
 MICHAEL X. ZHANG
 PAUL L. WEAN
 BERNIE FRIEDMAN
 KATHY P. BACKER
 NANCY E. BARSHETER
 DONNA D. BERGER
 ALLISON K. BETHEL
 KATHLEEN M. BIRGENIER
 LANA Y. CHIU
 C. JOHN CHRISTENSEN
 HOWARD D. COHEN
 TILDA J. COLLINS
 STEVEN M. DAVIS
 ROSA M. DE LA CAMARA
 JAMES R. DEFORD
 RANDALL J. DEHAVES
 JENNIFER BATES DRAKE
 CHRIS ALAN DRAKER
 STEVEN M. FALK
 SIMON FERRO
 MARTIN KLUMS
 DORRITA M. KNOER
 JAN KOZUBER
 HELENA GUTIERREZ MALCHOW
 GRACE N. MARINE
 JAN MARACEN
 EVELYN M. MERCHANT
 PETER C. MOLLENGARDEN
 PETER A. QUINTER
 BENNETT L. RABIN
 DAVID H. REIMER
 KAREN E. ROSELLI
 ROBERT RUBINSTEIN
 HERMINIO SAN ROMAN
 I. BRUCE SWANEN
 SYLVIA J. TAYLOR
 DAVID J. TU
 MICHAEL R. WHITT
 LYNN SWANSON WOODS
 ANNE E. ZIMET

WATERFORD CENTER PARK
 6161 BLUE LAGOON DRIVE
 SUITE 250
 MIAMI, FL 33126
 DADE (305) 262-4433
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 FLORIDA TOLL FREE (800) 533-4874
 FACSIMILE (305) 262-4504

ADMINISTRATIVE OFFICES
 EMERALD LAKE COUNTRY PARK
 3111 SHIMONI ROAD
 FORT LAUDERDALE, FL 33312 6525
 FORT LAUDERDALE (305) 987-7550
 FLORIDA TOLL FREE (800) 432-7712

MIAMI

April 4, 1995

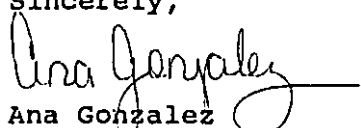
Secretary of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

RE: CASTEL PUJOL WINES (USA), INC.

Dear Sir/Madam:

Enclosed is original Article of Incorporation for the above referenced company, together with check for the sum of \$122.50 payable to Secretary of State. Please file and forward a receipt to us as soon as possible.

If you should require any additional information, please feel free to contact me.

Sincerely,

 Ana Gonzalez
 secretary to Simon Ferro

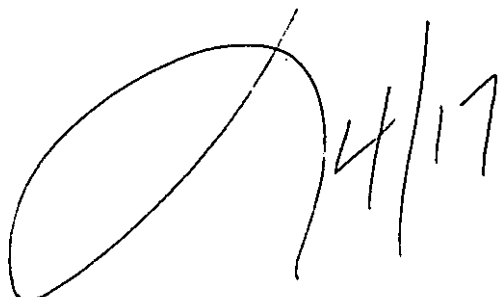
Encls.
 /alg

600001460916
 04/20/95-01028-002
 ***122.50 ***122.50

DEGO C. ASENHIO, CONSULTANT
 FORMER U.S. AMBASSADOR TO
 COLOMBIA AND BRAZIL

OTHER OFFICES
 PRAGUE, THE CZECH REPUBLIC
 GUANGZHOU, CHINA
 MEXICO CITY, MEXICO*

*NOT ADMITTED IN FLORIDA
 *AVAILABLE FOR CONSULTATION
 BY APPOINTMENT



95 APR 10 PM 10:08
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CASTEL PUJOL WINES (USA), INC.**

FILED
95 APR 10 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is **CASTEL PUJOL WINES (USA), INC.**

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 2600 Douglas Road, #604, Coral Gables, FL 33134; and the name of the initial registered agent at that address is Margarita Valerio.

**ARTICLE V
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address' of the initial directors of this Corporation are Javier Carrau, Cesar Majo Guitierrez 2556, Monterideo, 12400, Uruguay and Margarita Valerio, 5886 SW 25 Street, Miami, Florida 33155.

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Margarita Valerio, 5886 SW 25 Street, Miami, FL 33155.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 2600 Douglas Road, #604, Coral Gables, FL 33134.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

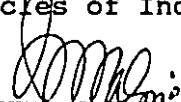
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of April, 1995.



Margarita Valerio, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



Margarita Valerio

FILED
95 APR 10 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA