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DOAK S. CAMPBELL, III

File No. 3345.00003
June 30, 1995

Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Name of Corporation-Vino Veritas, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with my check in the amount of \$122.50 (112.50 for incorporation and 10.00 for certified copy of same). Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,

Doak S. Campbell

Doak S. Campbell, III

DSC:hlb

encl.

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SHARON L. TALA

JUL 11 1995

ARTICLES OF INCORPORATION

OF

VINO VERITAS, INC.

Article I
Name

The name of the corporation is VINO VERITAS, INC.

Article II
Duration

This corporation shall have perpetual existence.

Article III
Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article IV
Capital Stock

This corporation is authorized to issue 500 shares of stock at One Dollar (\$1.00) par value common stock.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 70 S. E. 4TH AVENUE, DELRAY BEACH, FLORIDA 33483 and the name of the initial registered agent of this corporation at the address is DOAK S. CAMPBELL, III, ESQUIRE.

Article VI
Principal Office and Mailing Address

The principal office and mailing address of the corporation is 40 CURTIS PARKWAY, MIAMI SPRINGS, FLORIDA 33166.

Article VII
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Name	Address
PHILIPPE DREYFUS	40 CURTIS PARKWAY, MIAMI SPRING, FL 33166

Article VIII
Incorporator

The name and address of the person signing these Articles is:

Name	Address
PHILIPPE DREYFUS	40 CURTIS PARKWAY, MIAMI SPRINGS, FL 33166

Article IX
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X
Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI
Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII
Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders

or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

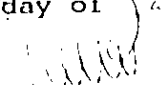
Article XIII
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIV
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of June, 1995.



PHILIPPE DREYFUS
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIPPE DREYFUS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of June, 1995.

(SEAL)

Helen L. Beck
Notary Public
My Commission Expires:



HELEN L. BECK
MY COMMISSION # CC363134 EXPIRES
April 10, 1998
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

FIRST--THAT **VINO VERITAS, INC.**, DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF **MIAMI SPRINGS**, STATE OF **FLORIDA**, NAMED
DOAK S. CAMPBELL, III, ESQUIRE,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

TITLE **Incorporator**

DATE January 10, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE Doak S. Campbell, III

Doak S. Campbell, III, Esq.

DATE January 10, 1995