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GUSTAVE W. LARSON "RETIRED"
STEVEN L. JONES

January 5th, 1996

OF COUNSEL
CEDAR A. SASTRE

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Fountainhead Wine, Inc.

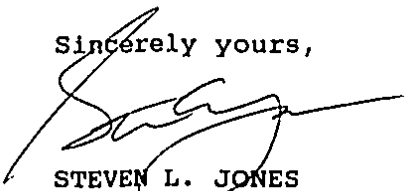
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Dear Sirs:

Please accept for filing the enclosed Articles of Incorporation. Also enclosed is the applicable filing fee. Please return a certified copy of the Articles to this office in an expedited fashion.

Thank you for your attention to this matter.

Sincerely yours,


STEVEN L. JONES

SLJ:rhb
Enclosure.

SN JAN 10 1996

TALLAHASSEE, FLORIDA

96 JAN -9 PM 12:12

FILED

ARTICLES OF INCORPORATION
of
FOUNTAINHEAD WINE, INC.

FILED
96 JAN -8 PM 12:12
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be FOUNTAINHEAD WINES, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is One Hundred (100) at \$10.00 par value per share. All such stock may be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The principal place of business of said corporation shall be at 3360 Dockside Drive, Cooper City, Florida 33026.

ARTICLE VI

The name and street address of the initial Registered Agent is:

RICHARD A. JONES
3360 Dockside Drive,
Cooper City, Florida 33026

His acknowledgment and acceptance of said designation are attached.

ARTICLE VII

The number of Directors of this corporation shall be not less than two (2).

ARTICLE VIII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until successors are chosen, shall be:

RICHARD A. JONES	SONIA M. JONES
President/Treasurer/Director	Vice President/Secretary/Director
3360 Dockside Drive	3360 Dockside Drive
Cooper City, Florida 33026	Cooper City, Florida 33026

ARTICLE IX

The name and street address of each person signing these Articles of Incorporation as an Incorporator is as follows:

RICHARD A. JONES
3360 Dockside Drive
Cooper City, Florida 33026.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 1 day of January, 1996.



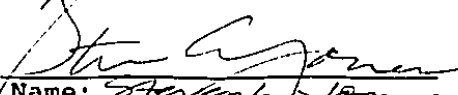
RICHARD A. JONES

ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

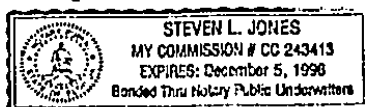
BEFORE ME, the undersigned authority, personally appeared RICHARD A. JONES, who is personally known or who produced as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and upon being by me first duly sworn, on oath, deposes and says, and acknowledges before me, that he is the party who executed and subscribed the foregoing Articles of Incorporation; does further acknowledge that said Articles are the act and deed of the signor and respectfully states that the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Cooper City, Broward County, Florida, this 1 day of January, 1996.



Name: Steven L. Jones
Notary Public
State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
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 Agent/Registered Office, in the State of Florida:

1. The name of the corporation is FOUNTAINHEAD WINE, INC.
2. The name and address of the Registered Agent and Office is:

RICHARD A. JONES
3360 Dockside Drive
Cooper City, Florida 33026.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the 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 duty and I am familiar with and accept the obligations of my position as Registered Agent.



RICHARD A. JONES

DATE: January 4, 1996

FILED
56 JUN -8 PM 12:12
TALLAHASSEE, FLORIDA