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2/7/96
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
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NAME: MOTOLA & SONS WINE DISTRIBUTORS, INC.
FAX AUDIT NUMBER: H96000002530
DATE REQUESTED: 02/21/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:50:29
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073171003004

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TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
Motola & Sons Wine Distributors, Inc.

Article I. Name

The name of this Florida corporation is:
Motola & Sons Wine Distributors, Inc.

Article II. Address

The mailing address of the Corporation is:

Motola & Sons Wine Distributors, Inc.
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 7,500 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Bernardo Motola
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Bernardo Motola

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 21, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 21, 1996

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata Vice President

Corporate Creations International Inc.
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Miami Beach FL 33139-6629
(305) 672-0686

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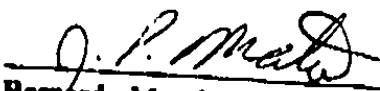
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Motola & Sons Wine Distributors, Inc.

REGISTERED AGENT:
Bernardo Motola
1645 Palm Beach Lakes Blvd., Suite 850
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Bernardo Motola
by J.P. Mata as attorney-in-fact

Date: February 21, 1996

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