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200002/288

ACCOUNT NO. : 0721000090932

REFERENCE : 872923 813340

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : 1 70.00

ORDER DATE : March 2, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 872923

200001735832

CUSTOMER NO: 813340

CUSTOMER: Mrs. Theresa Cutchins
JAMES A. HAUSER, P.O.

Suite 405
3191 Coral Way
Miami, FL 33145

EFFECTIVE DATE
MAR - 5 1996

DOMESTIC FILING

NAME: PREMIER WINE CLUB, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

1. COMPLETELY INITIAL

T. BROWN MAR - 8 1996

FILED
96 MAR - 7 AM 10:23
RECEIVED
96 MAR - 7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

EFFECTIVE DATE
MAR - 5 1996

FILED
96 MAR - 7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PREMIER WINE CLUB, INC.

ARTICLE I - NAME

The name of this Corporation is Premier Wine Club, Inc., whose mailing address is 6500 S.W. 104 Street, Miami, Florida 33156.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6500 S.W. 104 Street, Miami, Florida 33156. The name of the initial registered agent at such address is Edilberto J. Miranda.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have the following director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

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

<u>Name</u>	<u>Address</u>
Edilberto J. Miranda	6500 S.W. 104 Street Miami, Florida 33156

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders, Officers or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

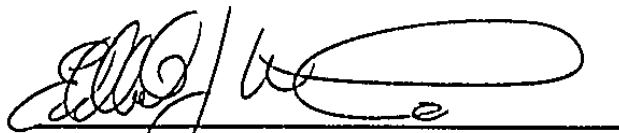
ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is Edilberto J. Miranda, 6500 S.W. 104 Street, Miami, Florida 33156.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of March, 1996.


Edilberto J. Miranda, Incorporator

STATE OF Florida)

COUNTY OF Dade)

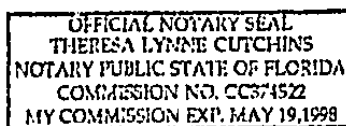
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Edilberto J. Miranda, personally known to me ~~or who produced~~ _____ as ~~identification~~, and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Premier Wine Club, Inc. and he ~~she~~ acknowledged before me that he ~~she~~ 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 5th day of March, 1996.


Notary Public

Typed/Printed Name of Notary: Theresa Lynne Cutchins

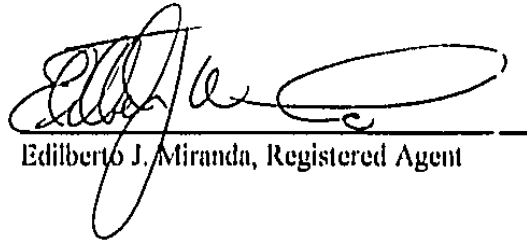
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 5th day of March, 1996.



Edilberto J. Miranda, Registered Agent

270.17

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96 MAR -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA