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PARK DRACH GARDENS, FLORIDA 33410
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FAX (407) 691-0417

February 26, 1996

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-03/05/96--01090--017
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Incorporation of: J.A.A.I. Corp.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for J.A.A.I., Inc. and our check in the sum of \$122.50.

Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

WEISS & HERNANDEZ, P.A.

Rebecca Yaker

Rebeca F. Yaker

RFY/dmp
Enclosures

3-8-96
FILED
56 MAR -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
J.A.A.I. CORP.

FILED
MAR-5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

J.A.A.I. CORP.
9733 Arbor Oak Lane, #201
Boca Raton, Florida 33428

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE

HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of ONE AND NO/100'S (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

REBECA F. YAKER, ESQUIRE
WEISS & HERNANDEZ, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

IVONNE ROMANO DE BENZAQUEN

9733 Arbor Oak Lane, #201
Boca Raton, Florida 33428

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR**REBECA F. YAKER****ADDRESS****c/o Weiss & Hernandez, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 27th day of February, 1996.

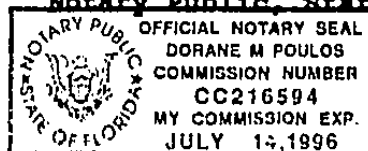
Rebeca Yaker

STATE OF FLORIDA)**) SS:****COUNTY OF DADE)**

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgements, personally appeared REBECA F. YAKER to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 27th day of February, 1996.

Dorane M. Poulos
Notary Public, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates REBECA F. YAKER as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.

Rebeca Yaker
REBECA F. YAKER

FILED
MAR - 5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000021289

From Computer

Requestor's Name
6500 S.W. 104 St. rect
Address
Miami, Fla. 33156
City/State/Zip Phone #

no return address on envelope

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>NC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 MAR 24 AM 9:01

60000212220-1-3
-03/24/97-01183-010
*****35.00 *****35.00

TILL MAR 26 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 24 AM 9:01

**ARTICLES OF AMENDMENT
OF
PREMIER WINE CLUB, INC.**

The following resolution was adopted at a joint meeting of shareholders and Board of Directors and approved by unanimous consent of all of the shareholders on February 20, 1997:

RESOLVED, that the name of the corporation be changed from PREMIER WINE CLUB, INC. to PRIVATE LABEL & ACCESSORIES DISTRIBUTOR, INC.

PREMIER WINE CLUB, INC.,
a Florida corporation

By: *Edilberto Miranda* PRESIDENT
Edilberto Miranda, President and
Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Edilberto Miranda, the President and Secretary of PREMIER WINE CLUB, INC., who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of Feb 1997.

Elia C. Gonzalez
Notary Public, State of Florida

