

P96000030670  
Rosenthal, Rasco & Stok

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

March 29, 1996

Via Federal Express

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

ALAN S. ROSENTHAL  
KERRY E. ROSENTHAL  
EDUARDO L. RASCO  
JORGELIN WOLF  
ROBERT A. STOK  
MICHAEL D. DENBERG

DANIEL KAPLAN  
ADAM D. KAPLAN

OF COUNSEL  
BERNARD S. HOLLO

0000011760520  
-04/03/96- -01114--001  
\*\*\*007.50 \*\*\*122.50

**Re: Crown Wine Merchants, Inc.  
Crown Wine & Spirits, Inc.  
Crown Liquors & Wine Merchants, Inc.**

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of the following:

1. Crown Wine Merchants, Inc.;
2. Crown Wine & Spirits, Inc.; and
3. Crown Liquors & Wine Merchants, Inc.

Also enclosed is our check in the amount of \$367.50 (\$122.50 x 3) for filing of same. Kindly return the certified copies of the Articles to this office.

Thank you for your assistance herein.

Very truly yours,

ROSENTHAL RASCO & STOK

BY:

  
KERRY E. ROSENTHAL

KER:ma  
Enclosures  
(3)encl/crown.ltr

FILED  
96 APR -3 AM 13:00  
TALLAHASSEE, FLORIDA

SAB  
4/9/96

**ARTICLES OF INCORPORATION**  
**OF**  
**CROWN WINE MERCHANTS, INC.**

FILED  
96 APR -3 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE:**

The name of this corporation is: CROWN WINE MERCHANTS, INC.

**ARTICLE TWO:**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE:**

The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, ONE (\$1.00) DOLLAR par value.

**ARTICLE FOUR:**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE:**

The street address of the initial principal office of this corporation is 910 Northwest 10th Place, Fort Lauderdale, Florida 33311-6199 and the name and address of the Registered Agent of this corporation is: Kerry E. Rosenthal, 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162.

**ARTICLE SIX:**

This corporation shall have two (2) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than two (2). The name and address of the directors of this corporation are:

Michael Kassal  
910 N.W. 10th Place  
Fort Lauderdale, Florida 33311-6199; and

Paul Kassal  
910 N.W. 10th Place  
Fort Lauderdale, Florida 33311-6199; and

**ARTICLE SEVEN:**

The name and address of the incorporator of this corporation, who is the person signing these Articles is: Kerry E. Rosenthal, 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 27 day of March, 1996.

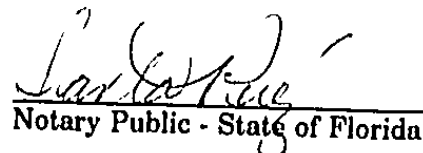
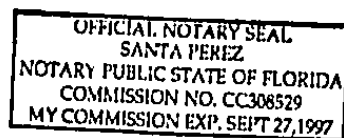


STATE OF FLORIDA )

COUNTY OF DADE )<sup>88</sup>

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Kerry E. Rosenthal, to me well known to be the person described as the incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this  
\_\_\_\_\_ day of March, 1996.



Notary Public - State of Florida

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, KERRY E. ROSENTHAL, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of CROWN WINE MERCHANTS, INC., do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.

  
KERRY E. ROSENTHAL  
Registered Agent

BY CORP/CORP/RT/ART

FILED  
96 APR -3 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA