

JUN-18-96 TUE 8:03 AM

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PROCEED 51723

TIME: 8:03 AM FAX: 904-385-6761 FAX: 904-385-6761
9:34 AM PUBLIC ACCESS SYSTEM (H96000008483)) ELECTRONIC FILING COVER
SHEET NO. DIVISION OF CORPORATIONS FROM: FILING, INC. DEPARTMENT OF
STATE 132 16TH ST STATE OF FLORIDA 409 EAST MAIN STREET
FT LAUDERDALE FL 33301-1600 CONTACT: TUREK ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H96000008483))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ROYAL SCOTCH WHISKY CORP. FAX AUDIT NUMBER: H96000008483
CURRENT STATUS: REQUESTED DATE REQUESTED: 06/18/1996 TIME REQUESTED:
09:34:48 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 3 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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66 JUN 18 AM 10:33

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ARTICLES OF INCORPORATION
OF

ROYAL SCOTCH WHISKEY CORP.

I, the undersigned, hereby make, subscribe and acknowledge these articles of incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be ROYAL SCOTCH WHISKEY CORP. and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to invest in property of any kind, to import and/or export property of any kind, operate businesses, borrow or lend money on general credit mortgages, and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of one thousand (1,000) shares of One (\$1.00) Dollar per value.

4. The principal office of the corporation shall be 4353 N.W. 72nd Ave., Miami, FL 33166.

5. The amount of capital with which the corporation shall begin business is ONE THOUSAND (\$1,000.00) Dollars.

6. The number of the directors shall be at least one (1), and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
FRANCISCO G. MORALES	President/Secretary/ Director	4353 N.W. 72nd Ave. Miami, FL 33166
MARIANO MOZO	Vice President/Director	4353 N.W. 72nd Ave. Miami, FL 33166

Luis F. De La Cruz, Jr., Esq.
241 Seville Avenue, Ste. 505
Coral Gables, Florida 33134
305/446-0100
Fl. Bar No.: 276459

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7. The name and post office address of the sole subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration thereof, the proceeds of which will amount to at least One Thousand (\$1,000.00) Dollars, is as follows:

NAME	NO. OF SHARES	CONSIDERATION
Luis F. De La Cruz, Jr. 241 Sevilla Avenue Suite 808 Coral Gables, FL 33134	1,000	\$1,000.00

8. The corporation designates LUIS F. DE LA CRUZ, JR. of 241 Sevilla Avenue, Suite 808, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida on June 17, 1980.



LUIS F. DE LA CRUZ, JR.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

ROYAL SCOTCH WHISKEY CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, ROYAL SCOTCH WHISKEY CORP. has named Luis F. de la Cruz, Jr., located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LUIS F. DE LA CRUZ, JR.
(Registered Resident Agent)

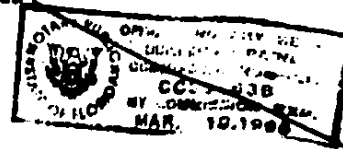
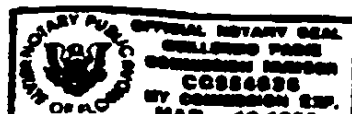
FILED
JUN 18 1966
NOTARY PUBLIC

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, on June 17, 1966, personally appeared, LUIS F. DE LA CRUZ, JR., sole subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and said LUIS F. DE LA CRUZ, JR. consented to his appointment as Registered Resident Agent of the corporation to accept service of process within this State and did take an oath.


NOTARY PUBLIC, State of Florida
My Commission Expires:



19600000 84 23

DE LA CRUZ & CUTLER
A PROFESSIONAL ASSOCIATION
LAW OFFICES

241 S. FLORIDA AVE., SUITE 805
CORAL GABLES, FL 33134

TELEPHONE (305) 444-0100
FACSIMILE (305) 445-7750

996000051773

June 19, 1996

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Royal Scotch Whiskey, Inc.

Dear Sir/Madam:

Enclosed are Articles of Amendment for the above-referenced corporation, along with a check for \$ 35.00 representing your filing fee. Please file same and return your confirmatory letter of filing to our office in the enclosed stamped self-addressed envelope. Should you have any questions, please contact the undersigned. Thank you for your time and attention.

Sincerely,

DE LA CRUZ & CUTLER, P.A.

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*****35.00 *****35.00

By: Luis F. De La Cruz, Jr.

LFC/

996000051773
McAuley
6-24-96
OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE, FL 32314

ARTICLES OF AMENDMENT OF
ROYAL SCOTCH WHISKEY CORP

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of ROYAL SCOTCH WHISKEY CORP., a Florida corporation, (the "Corporation"), are hereby amended as follows

Article 1 of the Articles of Incorporation of the Corporation is deleted in its entirety and is replaced by the following

1. The Name of the corporation shall be ROYAL SCOTCH WHISKY CORP. and its existence shall be perpetual.

The foregoing Amendment to the Articles of Incorporation of ROYAL SCOTCH WHISKEY CORP., a Florida corporation, is hereby approved and adopted by the sole Incorporator of the Corporation on this 19 day of June, 1996, before the issuance of shares of the Corporation, and, therefore, shareholder action is not required under Section 607.1005, Florida Statutes.

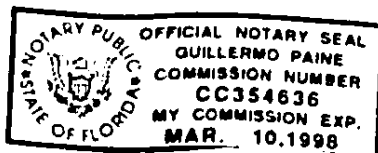
IN WITNESS WHEREOF, the undersigned, the sole incorporator and the sole Director of the Corporation, have executed these Articles of Amendment, this 19 day of June, 1996.




LUIS F. DE LA CRUZ, JR., as sole Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19 of June, 1996, by LUIS F. DE LA CRUZ, JR., as sole Incorporator of the Corporation, who is personally known to me or has produced Florida driver's licenses as identification.





Print Name:
NOTARY PUBLIC, State of Florida
My commission expires:

This instrument prepared by:
LUIS F. DE LA CRUZ, JR., ESQ
241 Sevilla Ave., Ste. 805
Coral Gables, FL 33134
(305) 446-0100