

P96000053572

GERALD WEINBERG, P.C.
Attorney at Law
80 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9850
Facsimile (518) 463-0079

FILED
96 JUN 20 PM 12:57

JUNE 19, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: JALISCO TEQUILA COMPANY

60000018704515
-05/21/96--0100--000
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

6-24-96

ARTICLES OF INCORPORATION

JALISCO TEQUILA COMPANY

FILED
96 JUN 20 PM 12:55
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is JALISCO TEQUILA COMPANY

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Avery Goldstein
343 East 74th Street
Apartment 19D
New York, New York 10021

Umberto Erpillo
7209 Lavendale Circle
Dallas, Texas 75230

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

3000 Island Boulevard
Apartment P11-01
Williams Island, Florida 33160

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1996.

Lawrence A. Kirsch
LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 17th day of June, 1996 by the incorporator of JALISCO TEQUILA COMPANY

Wendy J. Henderson
Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1996

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 JUN 20 PM 12:55
SEC. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JALISCO TEQUILA COMPANY
2. The name and address of the registered agent and office is:
Bernard Goldberg, 3000 Island Boulevard, Apartment PH-01
Williams Island, FL 33160
(P. O. BOX NOT ACCEPTABLE)
(CITY/STATE/ZIP)
SIGNATURE *B. Goldberg*
(Corporate Officer)
TITLE President
DATE 6/11/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *Paul Soley*
(Registered Agent)
DATE June 11, 1996

REGISTERED AGENT FILING FEE: \$20.00

P960000 53572

FRANKLIN MONTGOMERY

400 MADISON AVENUE

SUITE 1100

NEW YORK, NY 10022

TEL: 212-400-0404 FAX: 212-400-0701

E-MAIL: LEGAL@MONTLAW.COM

ATTORNEY-AT-LAW

LIABILITY & SOLICITORS

ADMITTED IN NEW YORK
ADMITTED IN CANADA

February 12, 1997

2000020895012-1-3
-02/17/97-01037-008
****43.75 ****43.75

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find Articles of Amendment to Articles of
Incorporation for Jalisco Tequila Company and an accompanying
check.

Sincerely,

Linda Ward
Linda Ward
for
F.W. Montgomery DOC. CLERK

Linda GAVE
AUTHORIZATION BY PHONE TO
CORRECT. *Take out initial*

DATE *2-21*
[Signature]

97FEB 17 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FWM/lw
Encl.

[Filing fee:\$35.00 and
Cert. of Status:\$8.75]

PHENIX
XPS
2/21

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

JALISCO TEQUILA COMPANY
(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V OFFICERS DIRECTORS

The name and street address of the officers and directors, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Avery Goldberg
343 East 74th Street
Apartment 19D
New York, New York 10021

Franklin Montgomery
488 Madison Avenue
Suite 1100
New York, New York 10022

FILED
97 FEB 17 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: February 12, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12th of February, 1997.

Franklin W. Montgomery, Secretary

Signature Franklin W. Montgomery
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title