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LLOYD T. ASBURY
ROBERT N. MILLER

June 24, 1996

FAX (904) 383-7685

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

6-24-96

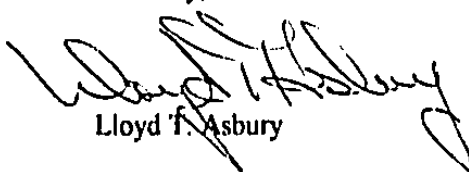
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****122.50 ****122.50

Re: Bacchus Cellars, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for Bacchus Cellars, Inc. along with our check in the amount of \$122.50. Please file and return a certified copy to our office. Please note that this corporation is to become effective June 24, 1996.

Sincerely,


Lloyd T. Asbury

LTA:ahc
Enclosures

FILED
95 JUN 25 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
6/26/96
TB

**ARTICLES OF INCORPORATION
OF
BACCHUS CELLARS, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

BACCHUS CELLARS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12041 Beach Boulevard, Unit #7
Jacksonville, Florida 32246

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lloyd T. Asbury
12041 Beach Boulevard, Unit #7
Jacksonville, Florida 32246

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lloyd T. Asbury
12041 Beach Boulevard, Unit #7
Jacksonville, Florida 32246

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TALLAHASSEE, FLORIDA

ARTICLE VI NATURE OF BUSINESS

This corporation is organized for the purpose of retail sales of beer, wine, and other products and any other activity or business permitted under the laws of the United States or this State.

ARTICLE VII COMMENCEMENT AND DURATION

Corporate existence shall commence June 24, 1996 and the corporation shall exist perpetually.

ARTICLE VIII DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director is:

Lloyd T. Asbury
12041 Beach Boulevard, Unit #7
Jacksonville, Florida 32246

The undersigned has executed these Articles of Incorporation this 24TH day of June, 1996.


LLOYD T. ASBURY

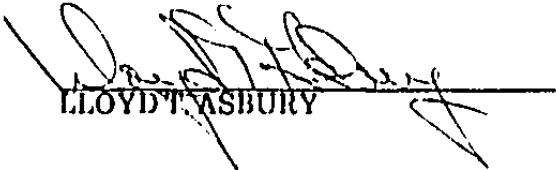
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, BACCHUS CELLARS, INC., desiring to be organized as a corporation under the laws of the State of Florida, here designates the following registered agent and registered office:

Lloyd T. Asbury
12041 Bench Boulevard, Unit #7
Jacksonville, Florida 32246

Dated this 24th day of June, 1996.


LLOYD T. ASBURY

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 24th day of June, 1996.


LLOYD T. ASBURY