

JUL-67 96 (H96000009274) FROM: IXL CORP & RESEARCH 212-431-1441

TO: FLORIDA SOS

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7/03/96
11:30 AM

FLORIDA DIVISION OF CORPORATIONS

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PHONE: (212) 431-5000
FAX: (212) 431-1441

((H96000009274))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: PRESTIGE WINE IMPORTER AND DISTRIBUTOR INC.
FAX AUDIT NUMBER: H96000009274
DATE REQUESTED: 07/03/1996
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DIVISION OF CORPORATIONS

96 JUL -3 PM 1:04

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FLORIDA DEPARTMENT OF STATE

Sandra H. Northam
Secretary of State

July 3, 1996

BAUMBERG/EXCELSIOR

NEW YORK, NY 10013

SUBJECT: PRESTIGE WINE IMPORTER AND DISTRIBUTOR INC.
REF: 896000014072

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Loria Poole
Corporate Specialist

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DIVISION OF CORPORATIONS

96 JUL -5 AM 7:35

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
PRESTIGE WINE IMPORTER AND DISTRIBUTOR INC.**

FILED
96 JUL -3 PM 5
SECRETARY OF STATE
TALLAHASSEE 9103

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **PRESTIGE WINE IMPORTER AND DISTRIBUTOR INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL 32802 and the name of its initial registered agent at such address is **BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.**
6. The number of directors constituting the initial board of directors is One and the name and address of each person who is to serve as a member thereof is as follows:

HUGO ROPPEL, 1322D PELICAN CREEK CROSSING, ST. PETERSBURG, FL 33707

7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 07/02/96


ROBERT ARATINGI
Sole Incorporator

BlumbergExcelsior
62 White Street
New York, NY 10013
212-431-5000

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of PRESTIGE WINE
IMPORTER AND DISTRIBUTOR INC., the within named corporation.

Dated:

7/2/96



**BLUMBERG EXCELSIOR CORPORATE
SERVICES, INC.**

**BY: ARTHUR MCGUIRE
ASSISTANT SECRETARY**

FILED

96 JUL -3 PM 5:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**