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170 N.W. Spanish River Boulevard • Boca Raton, Florida 33431

(407) 301-0455 • Fax: (407) 637-3408

FILED
JUL -3 PM 12:55
TALLAHASSEE, FLORIDA

June 28, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

000001884400
-07/05/96--01011-013
****122.50 ****122.50

ATTN: For Profit - New Filing

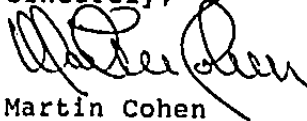
Dear Sir:

Enclosed please find two (2) original sets of the Articles of Incorporation and Certificate of Resident Agent for the following for profit corporation:

BEER BASKET USA, INC.

My check for \$122.50 is enclosed for the filing fee. Please return a certified copy to me at your earliest convenience.

Sincerely,


Martin Cohen

MC/mc
encl

7/8/96
JD

ARTICLES OF INCORPORATION
OF
BEER BASKET USA, INC.

A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges,
and files the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

BEER BASKET USA, INC.

ARTICLE II

The street address in this State of the principal office
of this corporation shall be:

BEER BASKET USA, INC.
170 NW Spanish River Blvd.
Boca Raton, FL 33431

ARTICLE III

The corporation shall have perpetual existence, commencing
on the date of the filing of these Articles of Incorporation.

ARTICLE IV

The general nature of the business to be conducted by this
corporation shall be Sale of Retail Package Goods
and further:

1. To engage in any and all lawful businesses, trades,
occupations and professions.
2. To contract debts and borrow money, issue and sell
or pledge bonds, debentures, notes and other evidences of
indebtedness and execute such mortgage transfers of corporate
property or other instruments to secure the payment of
corporation indebtedness as may be required.
3. To purchase the corporate assets of any other
corporation and engage in the same or other character of business.

4. To enter into, make, perform and carry out contracts and agreements of every kind and for every lawful purpose without limit as to amount with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

5. To carry on any or all of its operations and businesses, and to promote its purposes within the State of Florida or elsewhere, without restrictions as to place or amount; and to use, exercise and enjoy all of the general powers of like corporations.

6. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, allows, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

7. To do all things enumerated, set forth and authorized by Florida Statutes 1975, Section 607.011.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows:

200,000 shares of common stock at \$1.00
per share, par value

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interest accruing to each share of common stock which are not contained in these Articles of Incorporation shall be more fully determined and set forth in the By-Laws.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE VII

This corporation shall have ^{one} (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than

. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Martin Cohen	16742 Valencia Court Delray Beach, FL 33484

ARTICLE VIII

The names and street addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen are:

<u>NAME AND ADDRESS</u>	<u>OFFICE HELD</u>
Martin Cohen 16742 Valencia Court Delray Beach, FL 33484	President
Lenore Cohen 16742 Valencia Court Delray Beach, FL 33484	Secretary

ARTICLE IX


The street address of the initial registered office is
170 NW Spanish River Blvd.
Boca Raton, FL 33431

and the name of the initial registered agent of this corporation
at that address is Martin Cohen

ARTICLE X

The name and address of the subscriber to those Articles of
Incorporation is as follows: Martin Cohen, 16742 Valencia Court,
Delray Beach, FL 33484

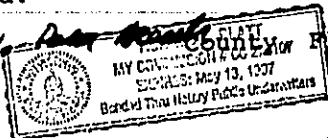
IN WITNESS WHEREOF, the subscriber has affixed his signature,
28th
this _____ day of June _____, 1996.

 (SEAL)

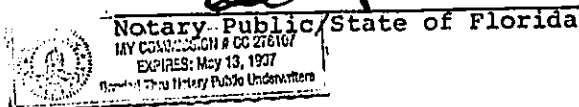
STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned authority, personally appeared
MARTIN COHEN, who, after being duly sworn, acknowledged
that he executed the foregoing Articles of Incorporation for the
purposes therein expressed.

DATED at BOCA RATON, Palm Beach County, Florida, this 28th
day of June, 1996.

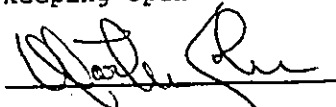


My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for
BEER BASKET USA, INC., a Florida corporation,
at the place designated in the foregoing Articles of Incorporation,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act, relative to keeping open said office.

 (SEAL)
REGISTERED AGENT

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


FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 40.091, Florida Statutes, the following is submitted in compliance with said Act.

First that Beer Basket USA, Inc,
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of
Palm Beach, State of Florida, has name Beer Basket USA, Inc
located at 170 Spanish River Blvd., Boca Raton,
Florida 33431, County of Palm Beach, State
of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at the place designated to this
Certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to
keeping open said office.


Resident Agent
Martin Cohen