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LAW OFFICES OF
ALAN F. SCOTT, JR., P.A.
25 N. Lexington Lane West
Palm Beach Gardens, Florida 33418

FILED

96 JUL 16 AM 8 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 2, 1996

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-07/08/96--01029--003
*****70.00 *****70.00

Secretary of State
Division of Corporations
The Capital
Tallahassee, Florida 32304

RE: J.B. Wine, Inc.

Gentlemen:

W96-14415
706
634

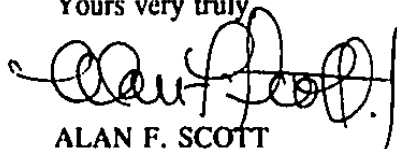
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 in enclosed which represents the following fees:

a.	Filing Fee	\$20.00
b.	Certified Copy	\$30.00
c.	Registered Agent Designation	\$20.00
TOTAL:		\$70.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter will be appreciated.

Yours very truly


ALAN F. SCOTT

AFS/drg
Enclosures

TH
7-18-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

ALAN F. SCOTT, JR., P.A.
25 F. LEXINGTON LANE WEST
PALM BEACH GARDENS, FL 33418

SUBJECT: J.B. WINC, INC.
Ref. Number: W96000014415

We have received your document for J.B. WINC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 996A00033592

**ARTICLES OF INCORPORATION
OF J.B. WINC, INC.**

FILED

96 JUL 16 AM 8:15

SECRET
The Florida General
INCORPORATION

The undersigned, acting as incorporator of a corporation under the Corporation Act, Section 607, Florida Statutes, does hereby adopt the following articles of incorporation:

I

Name of Corporation

The name of this corporation shall be J.B. WINC, INC.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To act as an independent sales representative;
- b. To own and operate retail sales;
- c. To engage in consulting and design work;
- d. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law;
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have

outstanding at any time shall be 1,000 shares of common stock at One Hundred Dollar (\$100.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation initial registered office is 1551 Forum Place, #300-F, West Palm Beach, Florida 33401 and the name of its initial agent at said address is Kevin F. Richardson, Esquire.

VI

Incorporator and Principal Place of Business

The name and address of the Incorporator is as follows: John Weingarten, 11870 Stone Haven Way, West Palm Beach, Florida 33412. The Principal Place of Business is 11870 Stone Haven Way, West Palm Beach, Florida 33412.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

John Weingarten
11870 Stone Haven Way
West Palm Beach, Florida 33412

Beth L. Weingarten
11870 Stone Haven Way
West Palm Beach, Florida 33412

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earning or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

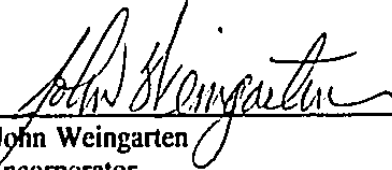
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 2 day of July, 1996.

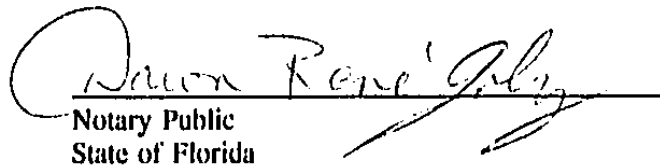


John Weingarten
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

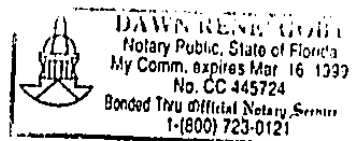
BEFORE ME, the undersigned authority, personally appeared John Weingarten, who is to me well known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, this 2nd day of July, 1996.


Notary Public
State of Florida

My Commission Expires:

(Notarial Seal)



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


96 JUL 16 AM 8:15
FILED
STATE OF FLORIDA

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That John Weingarten, desiring to organize and incorporate J.B. Wink, Inc. under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1551 Forum Place, #300-F, West Palm Beach, Florida 33401, has named Kevin F. Richardson, Esquire, at the above address as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT:

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.



Kevin F. Richardson, Esquire

Date: July 2, 1996

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson, Esquire, who to me is well known to me to be the person described in and who executed the

foregoing Articles of Incorporation as the Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, this 2nd day of July, 1996.

Judith Ann Sultan
Notary Public
State of Florida



JUDITH ANN SULTAN
MY COMMISSION # CC318654 EXPIRES
September 18, 1997
BONDED THRU TROY FARM INSURANCE, INC

My Commission Expires:

(Notarial Seal)