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Thomas E. Gerrity, P.A.

Attorney at Law

100 Wallace Avenue, Suite 245  
Sarasota, Florida 34237  
(941) 366-4498

FILED

96 JUL 19 AM 11:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 15, 1996

Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

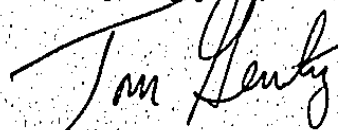
600001899576  
-07/19/96--01054--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Filing of an Incorporation - Choice Wine, Inc.

Dear Ms. Mortham:

I am enclosing herewith for approval and filing in your office the Articles of Incorporation of CHOICE WINE, INC., along with a check in the amount of \$70.00 for the filing fee of same.

Very truly yours,



Thomas E. Gerrity

TG:tm

Enclosure

OK  
7/22/96

**ARTICLES OF INCORPORATION  
OF  
CHOICE WINE, INC.**

**FILED**  
96 JUL 19 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, being natural persons competent to contract, do hereby form this professional service corporation under Chapter 821 of the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be:

**CHOICE WINE, INC.**

**ARTICLE II**

**ADDRESS**

The principal place of business shall be:

**4453 D Ashton Road  
Sarasota, Florida 34233**

**ARTICLE III**

**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Prepared By: Thomas E. Gerrity, Esq.  
100 Wallace Avenue, Suite 245  
Sarasota, Florida 34237

ARTICLE IV  
AUTHORIZED SHARES

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of stock so to be issued.

ARTICLE V  
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office in this Corporation in the State of Florida shall be:

100 Wallace Avenue  
Suite 245  
Sarasota, Florida 34237

The name of the initial registered agent of this Corporation at that address shall be:

THOMAS E. GERRITY

## ARTICLE VII

### BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of the business and affairs of the Corporation shall be managed under to direction of, a Board of Directors, which shall have not less than one or more than seven Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

## ARTICLE VIII

### DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

#### NAME

#### STREET ADDRESS

Francesca Giannini Mosca - President, Vice President & Secretary	108 Bishopscourt Road Osprey, Florida 34229
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## ARTICLE IX

### INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is as follows:

#### NAME

#### ADDRESS

Francesca Giannini Mosca	108 Bishopscourt Road Osprey, Florida 34229
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## ARTICLE X

### SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

## ARTICLE XI

### PRE-EMPTIVE RIGHTS

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or

their right to subscribe shall inure to the benefit of the other stockholders.

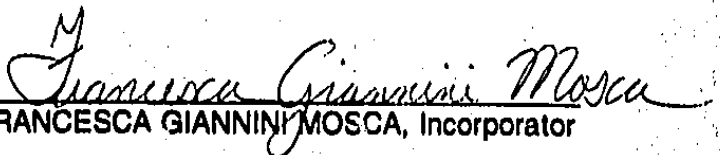
Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

#### ARTICLE XII

#### AMENDMENTS

The Articles of Incorporation may be amended, changed or altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Sarasota, Florida for the uses and purposes aforesaid this 15<sup>th</sup> day of July, 1996.

  
FRANCESCA GIANNINI MOSCA, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

**I HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized in the State of Florida and County of Sarasota, to take acknowledgements personally appeared FRANCESCA GIANNINI MOSCA, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the  
County and State named above this 15 day of July, 1996.



THOMAS E. GERITY, JR.  
COMMISSION # 00470078 EXPIRES  
JULY 31, 1999  
WITNESSED BY THOMAS E. GERITY, JR., INC.

*Thomas E. Gerity*

NOTARY PUBLIC, State of Florida

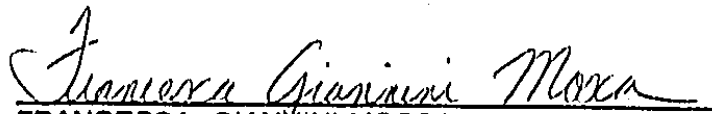
Print Name: THOMAS E. GERITY

My Commission Expires:

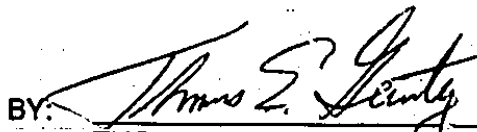
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

**FILED**  
96 JUL 19 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The pursuance of §48.091 and Chapter 607, Florida Statutes, **CHOICE WINE, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein 100 Wallace Avenue, Suite 245, Sarasota, Florida 34237, has named THOMAS E. GERRITY located thereat as its registered agent to accept service of process within this State.

  
FRANCESCA GIANNINI MOSCA, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:  7/15/96  
THOMAS E. GERRITY, Registered Agent