

P96000103474

LAW OFFICES OF

LAWRENCE H. FEDER
ATTORNEY AT LAW

LAWRENCE H. FEDER
MEMBER OF
FLA., N.Y. & COLORADO BARS

HOLLYWOOD: 305 • 923-4477
FORT LAUDERDALE: 305 • 523-3000
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BOCA RATON: 407 • 392-1338
FAX: 305 • 923-5851

2450 HOLLYWOOD BLVD.
SUITE 401
HOLLYWOOD, FL 33020

December 23, 1996

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Return TO
PU ASAP

FILED
DEC 22 PM 2:22

Attention: Barbara

Re: Peppertree Wine & Spirits, Inc.

000002038359--3
-12/26/96--01023--025
****122.50 ****122.50

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for \$10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above

RECEIVED
96 DEC 26 PM 12:57
DIVISION OF CORPORATION

nc 12/26/96

ARTICLES OF INCORPORATION
OF
PEPPERTREE WINE & SPIRITS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be: PEPPERTREE WINE & SPIRITS, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

(2) _____

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 5638 West Sample Road, Margate, Florida 33063 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at: 5638 West Sample Road, Margate, Florida 33063 and its initial registered agent at such address shall be: LESLIE ANN PARELLO

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>LESLIE ANN PARELLO</u>	<u>5638 West Sample Road</u>
_____	<u>Margate, FL 33063</u>
_____	_____

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at \$1.00 per value. There shall be only one class of shares.

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>LESLIE ANN PARELLO</u>	<u>1000</u>	<u>1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>LESLIE ANN PARELLO</u>	<u>5638 West Sample Road</u> <u>Margate, Florida 33063</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

These Articles of Incorporation may be amended at any time in accordance

with the provisions of Section 607.181, Florida Statutes.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

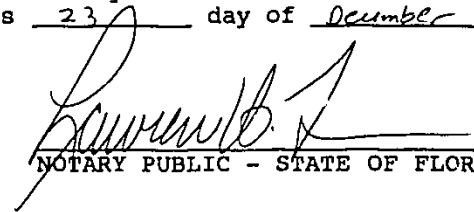
IN WITNESS WHEREOF, I have hereunto set our hands and seals this 23 day of December, 1996.


LESLIE ANN PARELLO

STATE OF FLORIDA
COUNTY OF BROWARD

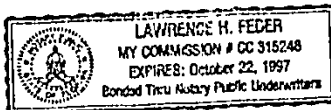
Personally appeared before me, the undersigned authority, LESLIE ANN PARELLO, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at , Hollywood in said County and State, this 23 day of December, 1996.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

(SEAL)



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted
in compliance with said Act.

First, that PEPPERTREE WINE & SPIRITS, INC. desiring to organize under the
laws of the State of Florida, with its principal office as indicated at
Article III of the within Articles of Incorporation, at

5638 West Sample Road

Margate, Florida 33063

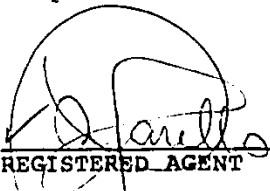
has named: LESLIE ANN PARELLO

located at: 5638 West Sample Road, Margate, Florida 33063

as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named
Corporation, at the place designated in 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.


REGISTERED AGENT

FILED
96 DEC 26 PM 2:22

P96000103474

LAW OFFICES OF

LAWRENCE H. FEDER
ATTORNEY AT LAW

HOLLYWOOD 854 • 823-4477

FORT LAUDERDALE: 854 • 523-3000

MIAMI: 305 • 847-3838

DOCARATON: 851 • 382-1338

FAX: 854 • 823-0651

LAWRENCE H. FEDER
MEMBER OF:
FLORIDA & NEW YORK BARS

2450 HOLLYWOOD BLVD.
SUITE 401
HOLLYWOOD, FL 33020

April 10, 1997

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Attention: Barbara

Re: PARELLO REALTY, INC.

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Peppertree Wine & Spirits, Inc., together with my check in the amount of \$87.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for \$10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above

FILED
97 APR 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7000021007-4
-04/16/97 01070-001
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RECEIVED
97 APR 16 PM 1:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

4/17/97 = 88884
NE ORG 4/16
HFE
11/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 APR 22 PM 1:44
DIVISION OF CORPORATION

April 16, 1997

ATTORNEY'S TITLE INSURANCE FUND, INC.

TALLAHASSEE, FL

SUBJECT: PEPPERTREE WINE & SPIRITS, INC.
Ref. Number: P96000103474

We have received your document for PEPPERTREE WINE & SPIRITS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 997A00019339

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PEPPERTREE WINE & SPIRITS, INC.

1. Article I of the articles of incorporation of PEPPERTREE WINE & SPIRITS, INC. is hereby amended to read:

ARTICLE I

CORPORATE NAME

The name of the corporation is: PARELLO REALTY, INC.

ARTICLE VI

The post office address of the principal office of this corporation shall be 3067 Bayberry Way, Margate, Florida 33063. The Board of Directors may from time to time move the principal office to any other location in the State of Florida.

2. The foregoing Amendments to Articles of Incorporation was duly adopted by the Board of Directors / Shareholders, on April 11, 1997.

3. Upon the effectiveness of the foregoing Amendment, the name of this corporation shall now be PARELLO REALTY, INC.

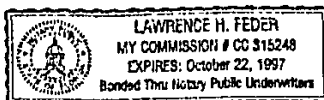
4. In all other respects, the original Articles of Incorporation are readopted, realleged and restated as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these articles of amendment this 20th day of March, 1996.

PEPPERTREE WINE & SPIRITS, INC.

By: [Signature]
LESLIE PARELLO, PRESIDENT

The foregoing instrument was acknowledged before me this 11th day of April, 1997 by LESLIE PARELLO, PRESIDENT of PEPPERTREE WINE & SPIRITS, INC. who is personally known to me and who did not take an oath.



[Signature]
Notary Public - State of Florida

FILED
91 APR 22 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA