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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
96 DEC 26 PM 2:22
DIVISION OF CORPORATION

Attention: Barbara

Re: Peppertree Wine & Spirits, inc.

900002038359--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

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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:

NAME

ADDRESS

LESLIE ANN PARELLO

5638 West Sample Road

Margate, FL 33063

purchase the number of shares stated for the consideration shown:

<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>

ARTICLE VIII. INCORPORATORS

The names and address of each incorporator is as follows:

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

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

ARTICLE XIV. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

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

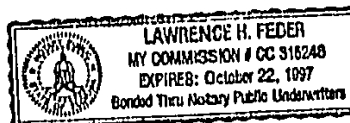
Personally appeared before me, the undersigned authority, LESLIE ANN PARELLO, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

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
TALLAHASSEE
FLORIDA