

P970000014475



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 259084 10602A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pujols*

ORDER DATE : February 13, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 259084-005

400002087444--8

CUSTOMER NO: 10602A

CUSTOMER: Scott Margules, Esq  
SCOTT MARGULES, ESQ

The Ives Building, Suite 303  
20801 Biscayne Boulevard  
North Miami Bea, FL 33180

DOMESTIC FILING

NAME: MAJOR WINE AND LIQUORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
97 FEB 13 AM 9:24  
RECEIVED  
97 FEB 13 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*KR*  
2.14.97

ARTICLES OF INCORPORATION  
OF  
MAJOR WINE AND LIQUORS, INC.

FILED  
97 FEB 13 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAJOR WINE AND LIQUORS, INC.

The address of the principal office of this corporation shall be 20801 Biscayne Boulevard, Suite 303, North Miami Beach, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alvin Barnes Dir.	20321 Northeast 10th Place North Miami Beach, Florida 33179
Berbeth James Barnes Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alvin Barnes Pres./Treas.	20321 Northeast 10th Place North Miami Beach, Florida 33179
Berbeth James Barnes V.Pres.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 13, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

SKD/dwl

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA