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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: WINE CITY LIQUORS, INC.
AUDIT NUMBER.....H97000003317
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

Correction of
Share missing
on art 3.

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TALLAHASSEE, FLORIDA

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1997

EMPIRE

SUBJECT: WINE CITY LIQUORS, INC.
REF: W97000004594

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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

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Neyssa Culligan
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ARTICLES OF INCORPORATION

97 FEB 26 PM 4:34

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WINE CITY LIQUORS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: WINE CITY LIQUORS, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file
Prepared By: Carlos C. Lopez-Aguilar, P.A.

2300 Coral Way - Suite 100

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Florida Bar No.: 206393

Miami, Fl 33145 (305) 856-7777

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LAW OFFICES

EMPIRE CORPORATE KIT

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in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 11335 W. Flagler Street, Miami, Florida 33174. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 2300 Coral Way, Miami, Florida 33145. The Registered Agent at the registered address is FLORIDA . ANNUAL REPORT SERVICES, INC.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than nor more than directors. A quorum for the holding of a meeting which shall be properly done by the Directors on behalf of the corporation shall consist of a majority of the members thereof; but the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being

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duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ENRIQUE QUINTANA	PRESIDENT/SECRETARY	11335 W. Flagler St.
	TREASURER	Miami, FL 33174 .

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ENRIQUE QUINTANA	11335 W. Flagler St. Miami, FL 33174	100

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 21st day of February, 1997.

 (SEAL)
ENRIQUE QUINTANA

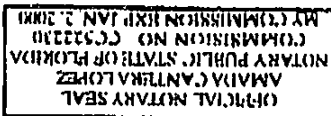
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared ENRIQUE QUINTANA to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 21 day of February, 1997.



[Signature]
Notary Public, State of
Florida at Large

My Commission Expires:

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

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

That WINE CITY LIQUORS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation, located at 2300 Coral Way, Miami, Florida 33145 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated 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:
FLORIDA ANNUAL REPORT
SERVICES, INC.**

**BY: 
AMADA CANTERA LOPEZ,
PRESIDENT**

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TALLAHASSEE, FLORIDA