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LAW OFFICES

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March 24, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/28/97--01067--001
****122.50 ****122.50

Re: Articles of Incorporation
Boca Wine & Spirits, Inc.

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Boca Wine & Spirits, Inc. along with a check in the amount of \$122.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

Stephen L. Vinson, Jr.

SLV/ip
Enclosures

FILED
97 MAR 28 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-n.c 4/1/97

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97 MAR 28 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOCA WINE & SPIRITS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Boca Wine & Spirits, Inc. and its address is:

4449 Brandywine Drive
Boca Raton, Florida 33487

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Madison Circle, 3191 Coral Way, Miami, Florida 33145 and the name of its initial registered agent at such address is Stephen L. Vinson, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Philip G. Sparrow
4449 Brandywine Drive
Boca Raton, Florida 33487

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Stephen L. Vinson, Jr.
Madison Circle, Third Floor
3191 Coral Way
Miami, Florida 33145

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Stephen L. Vinson, Jr. Executed by the undersigned on the 26th day of March, 1997.

Stephen L. Vinson, Jr., Incorporator

STATE OF FLORIDA))
COUNTY OF DADE) SS:

BEFORE ME appeared Stephen L. Vinson, Jr., to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20th day of March, 1997.



ISAMARY PERAL
COMMISSION # CC 463187
EXPIRES MAY 14, 1989
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

Isamary
Printed Name

My commission expires:

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Stephen L. Vinson, Jr.
Registered Agent

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97 MAR 28 AM 7:44
SECURITY DIVISION
TALLAHASSEE, FLORIDA