

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-22-97

TIME 9:30

BY 25

CK No.

WALK-IN

Will Pick Up

RE: of

Joseph Cerniglia
Winery of Florida, Inc.

C.C. FEE.

DISBURSED

Graphical Exam

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

ARTICLES OF INCORPORATION
OF
JOSEPH CERNIGLIA WINERY OF FLORIDA, INC.

FILED
97 APR 22 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is
JOSEPH CERNIGLIA WINERY OF FLORIDA, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a business of buying, selling, manufacturing, marketing, brewing, fermenting, distilling and otherwise, preparing and bottling liquids for beverage purposes including but not limited to such liquids as beer, ale, wine, cider and any other alcoholic drinks.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 2000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) There shall be no Par value per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested

in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **4493 South Atlantic Avenue, #303, New Smyrna Beach, Volusia County, Florida 32169**. The initial registered agent of this corporation is **JOSEPH CERNIGLIA** with his address at 4493 South Atlantic Avenue, #303, New Smyrna Beach, Florida 32169. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS


This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

JOSEPH CERNIGLIA **4493 South Atlantic Avenue, #303**
New Smyrna Beach, Florida 32169

AMENDMENT

INCORPORATOR


JOSEPH CERNIGLIA

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

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

First--That **JOSEPH CERNIGLIA WINERY OF FLORIDA, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of New Smyrna Beach, County of Volusia, State of Florida has named **JOSEPH CERNIGLIA**, located at 4493 South Atlantic Avenue, #303, New Smyrna Beach, Florida 32169, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


JOSEPH CERNIGLIA
(Registered Agent)

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FILED
97 APR 22 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA