

CORPORATE INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9111
904-22-0393 FAX

cs networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : 05/12/97

ORDER TIME : 11:35

ORDER NO. : (BOS) 251-6221

CUSTOMER NO :

CUSTOMER: Paul M. COUTESSA, P.A.

000002174880--1
05/12/97--01058--027
****122.50 ****122.50

DOMESTIC FILING

NAME: Ducat CELLARS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holiday

EXAMINER'S INITIALS:

FILED
STATE
RECORDS
07 MAY 12 PM 1:24
07 MAY 12 PM 12:14
CORPORATION

5/12/97

ARTICLES OF INCORPORATION

OF

DUCAT CELLARS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 PM 1:24

ARTICLE I

NAME: The name of this corporation is: DUCAT CELLARS, INC.

ADDRESS: The address of this corporation is: 11725 N.W.
100th Road, Suite 4, Medley, Fl. 33178.

ARTICLE II

DURATION: This corporation is to have perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

1. To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith and, with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, heritements or any interests therein and to improve the property of the corporation and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements, and hereditements or other property of the corporation; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.

2. To purchase for investment or resale and to traffic in land and houses and other property of any tenure and interest therein and to create, sell, and deal in freehold and leasehold ground rents and to make advances

upon the security of land or houses or other property or any interest therein and, generally, to deal in traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property, whether real or personal.

3. Directly and/or through ownership of stock in any corporation, to purchase, lease, hire, or otherwise acquire; to hold, own, exchange, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this state and in any other place or places in the several states and territories of the United States, the District of Columbia, colonial possessions or territorial acquisitions of the United States and in foreign countries as shall be found necessary and convenient from time to time for the lawful purposes of the corporation.

4. To erect, construct, maintain, improve, rebuild and enlarge, alter, manage or control directly and/or through the ownership of stock in any corporation any and all kinds of buildings, houses, hotels, stores, offices, wharves, piers, mills, shops, factories, and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of the corporation.

5. To borrow money and contract debts, when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happenings

of a specified event or events, whether acquired by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or for any other lawful objects.

6. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this state or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

7. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder quorum or vote.

8. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation and any part of the business, goodwill, rights, property, and assets or of any individual and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold in any manner, dispose of the whole or any part of the property so purchased or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Acts of the Legislature of the State of Florida, 1925, and any

acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the management of such business.

9. To enter into general partnerships, limited partnerships (whether the corporation be limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the corporation would have the power to do so alone.

Without in any manner limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation is hereby empowered to transact any and all lawful business for which such corporation may be incorporated and conferred by the laws of Florida upon corporations formed under appropriate Florida Statutes.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue FIVE THOUSAND (5,000) SHARES of ONE DOLLAR (\$1.00) PAR VALUE common stock, and of one class.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the registered office of this corporation is: 15321 South Dixie Highway, Suite 207, Miami, Fl. 33157, and the initial registered agent of this corporation at that address is: PAUL N. CONTESSA.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Principal and Registered Office designated in these Articles of Incorporation, by signing these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


PAUL N. CONTESSA,
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have TWO (2) directors 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 directors shall be: Jose A. Abrante, Jr., P.O. Box 526303, Miami, Florida 33152-6303 and Jose M. Abrante, P.O. Box 526303, Miami, Florida 33152-6303.

ARTICLE VIII

INCORPORATOR: The name and address of the person signing these Articles is: Paul N. Contessa, 15321 South Dixie Highway, Suite 207, Miami, Fl. 33157.

ARTICLE IX

BY-LAWS: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

SHAREHOLDER QUOREM AND VOTING: Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorem at a meeting of the shareholders. If a quorem is present, the affirmative vote of Fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

POWERS: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular or special meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent as provided by law.

ARTICLE XIV

INDEMNIFICATION: The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XV

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 21st day May, 1997.



PAUL N. CONTESSA

STATE OF FLORIDA :)
COUNTY OF Dade :) ss:

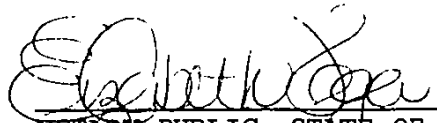
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, PAUL N. CONTESSA, who is personally known to me or who has produced N/A as identification and to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, deposes and states and does acknowledge before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of May, 1997.

MY COMMISSION EXPIRES:



ELIZABETH VEGA
COMMISSION # CC 316763
EXPIRES SEP 19, 1997
Atlantic Bonding Co., Inc.
800-732-2245


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

Elizabeth Vega
PRINTED NAME OF NOTARY

FILED STATE
SECRETARY OF RECORDS
97 MAY 12 PM 1:25