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FILED
MAY 27 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 23, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: TALLAHASSEE WINE CLUB, INC.

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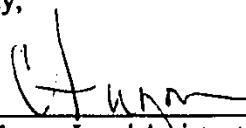
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,


Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

RE: TALLAHASSEE WINE CLUB, INC.

ARTICLES OF INCORPORATION
OF
TALLAHASSEE WINE CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is TALLAHASSEE WINE CLUB, INC.

Article II

Principal Office. The address of the principal office of the Corporation is 4120 NW 16th Blvd., Gainesville, FL 32605.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 2000 shares of \$.01 par value common stock.

Article VI

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

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 920 NW 8th Ave, Suite A, Gainesville, FL 32601, and the name of the initial registered agent of this Corporation is Bruce Brashear.

Article VIII

Initial Board of Directors. The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Thomas Dorn
4120 NW 16th Blvd.
Gainesville, FL 32605

Robert D. Gorman
4120 NW 16th Blvd.
Gainesville, FL 32605

Article IX

Incorporator. The name and address of the person signing these Articles is Bruce Brashear, 920 NW 8th Ave., Suite A, Gainesville, FL 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of May, 1997.


Bruce Brashear
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23rd day of May, 1997, by Bruce Brashear, who is personally known to me or who has produced Florida Driver License _____ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 23 day of May, 1997.

(SEAL)


Notary Public

Printed Name
My Commission Expires:




Carrie P. Fagan
MY COMMISSION # CC607296 EXPIRES
January 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TALLAHASSEE WINE CLUB, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 23rd day of May, 1997.



Bruce Brashear
Registered Agent

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TALLAHASSEE, FLORIDA