

TRANSMITTAL LETTER

P97000049922

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

SUBJECT: The Great House of Wine, Inc.
(Proposed corporate name - must include suffix)

600002199726--1
-06/03/97--01061--003
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James S Mattson
Name (Printed or typed)

PO Box 586

Address

Key Largo, FL 33037

City, State & Zip

305-852-3388

Daytime Telephone number

Dmc
6/5/97

FILED
97 JUN -3 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
THE GREAT HOUSE OF WINE, INC.**

FILED

97 JUN -3 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be The Great House of Wine, Inc.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 5000 shares of common stock with \$1.00 par value.

ARTICLE V

The street address of the initial registered ^{/principal} office of this corporation is Mattson & Tobin, P.O. Box 586, First State Bank Building, 2nd Floor, 97670 Overseas Highway, Key Largo, Monroe County, FL 33037, and the name of the initial registered agent at that address is James S. Mattson.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII

This corporation shall have two initial directors. The number of directors may be increased or diminished from time to time

ARTICLES OF INCORPORATION - The Great House of Wine, Inc.

as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

James S. Mattson
P. O. Box 509
629 Island Dr.
Key Largo, FL 33037

Robert R. Garant
150 Palermo Drive
Islamorada, FL 33036.

ARTICLE VIII

The names and addresses of the persons signing these articles are: James S. Mattson, P. O. Box 509, 629 Island Drive, Key Largo, FL 33037, and Robert R. Garant, 150 Palermo Dr., Islamorada, FL 33036.

ARTICLE IX - BUY/SELL PROVISION

Whenever the shares of the Corporation shall be equally divided between two shareholders or two groups of shareholders, either shareholder or group of shareholders may, under any circumstances that would warrant the dissolution of a partnership under Florida law, state a price and terms at which that shareholder or group of shareholders will sell his/her/their shares or which he/she/they will pay to purchase the shares of the other shareholder or group of shareholders. Said price shall be communicated in writing to each shareholder to which the offer applies, by certified mail, return receipt requested, to the last known address of each such shareholder, or by any other method which provides proof of delivery. The shareholder or group of shareholders to which said offer is made shall have thirty (30) days from its receipt to decide whether to buy or sell at the price

ARTICLES OF INCORPORATION - The Great House of Wine, Inc.

and terms so offered. The decision whether to buy or sell shall be communicated to the offeror(s) in the same manner as the offer was communicated. The purchasing shareholder or group of shareholders shall have thirty (30) days from receipt by the offeror(s) of the buy or sell decision from the offeree(s) to complete the transaction. If the offeree(s) fail to exercise their right to decide whether to buy or sell within the thirty (30) day period provided herein, and provided that the offeror(s) can prove that the offer was received by each person entitled to receipt, the offeror may decide whether to buy or sell at the price and terms indicated. In the event that such is the case, the secretary of the corporation is authorized to record the transfer on the corporate stock transfer ledger and issue new stock certificates as appropriate.

ARTICLE X - LIFE INSURANCE

The corporation may purchase life insurance on the lives of its key officers and directors, with the proceeds to be paid to the corporation and to the heirs and assigns of the insureds as the Board of Directors of the Corporation may deem appropriate.

ARTICLE XI

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

IN WITNESS WHEREOF the undersigned Incorporators have executed these Articles of Incorporation on this 2nd day of June,

1997

James S. Mattson
Incorporator, James S. Mattson

Robert R. Garant
Incorporator, Robert R. Garant

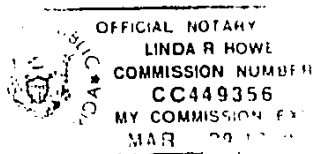
STATE OF FLORIDA :
COUNTY OF MONROE :

I hereby certify that on this 2nd day of June, 1997, before me, a Notary Public at large for the State of Florida, personally appeared JAMES S. MATTSON and ROBERT R. GARANT, known to me to be the persons described as Incorporators, who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

Linda R. Howe

NOTARY PUBLIC

My commission expires:

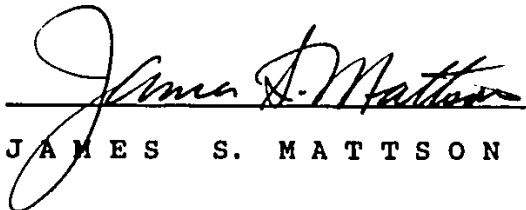


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

THE GREAT HOUSE OF WINE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Key Largo, County of Monroe, State of Florida, has named James S. Mattson, located at Mattson & Tobin, P.O. Box 586, First State Bank Bldg., 97670 Overseas Hwy., Key Largo, Monroe County, Florida 33037, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


JAMES S. MATTSON

FILED
JUN -3 AM 11:36
CLERK OF DISTRICT COURT
JAMES S. MATTSON
97670 Overseas Hwy., Key Largo, Monroe County, Florida 33037