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The Great House of Wine, Inc.

Companie la Grande Maison des Vins

P.O. Box 880 **PO BOX 840**

Key Largo, FL 33037 **TAUBENBER FL, 33070**

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 23 PM 3:05

FILED

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AC Amend
7-29-99
BWS

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*****35.00 *****35.00

Examiner's Initials

SECOND AMENDED ARTICLES OF INCORPORATION OF
GREAT HOUSE OF WINE, INC.

ARTICLE I.

The name of the corporation ("Corporation") is **Great House of Wine, Inc.**

ARTICLE II.

The corporation shall exist perpetually.

ARTICLE III.

The corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV.

The street and mailing address of the principal office of the Corporation is 88101 Overseas Highway, Islamorada, Monroe County, Florida 33036.

ARTICLE V.

The maximum number of shares the Corporation is authorized to issue is 200,000, all of which shall be common shares with no par value. The Corporation is authorized to issue no more than 100,000 voting common shares, and 100,000 nonvoting common shares. The voting common shares shall be designated "Series A Voting Common Shares," and the nonvoting common shares shall be designated "Series B Nonvoting Common Shares." Notwithstanding the nonvoting status of Series B common shares, the holders of those shares are entitled to vote as a group on any proposed amendment to the Articles of Incorporation that would affect the rights of the holders of Series B common shares, as provided by § 607.1004, Fla. Stat. (1995). All Common Shares shall be identical with each other in every respect other than voting rights.

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TALLAHASSEE, FLORIDA

ARTICLE VI.

The Corporation elects to have preemptive rights, as defined in and pursuant to § 607.0630, Fla. Stat. (1995).

ARTICLE VII.

If the shares of the Corporation are equally divided between two shareholders, or two groups of shareholders ("groups"), either shareholder or group may, under circumstances that warrant dissolution of a partnership under Florida law, state a price and terms at which that shareholder or group will sell their shares, or which they will pay to purchase the shares of the other shareholder or group. Said price and terms shall be communicated in writing to each shareholder to whom the offer applies, by certified mail, return receipt requested, to the last known address of each such shareholder, or by any other method that provides proof of delivery. The shareholder or group to which said offer is made shall have thirty days from its receipt to decide whether to buy or sell at the price, and on the terms, offered. The decision 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 shall have thirty days from receipt of the buy or sell decision from the offeree(s) to complete said transaction. If the offeree(s) fail to exercise the right to decide whether to buy or sell, within the thirty 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(s) 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 ledger and issue new stock certificates as appropriate.

ARTICLE VIII.

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 insured as the Board of Directors of the Corporation may deem appropriate.

ARTICLE IX.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X.

The initial street address of the Corporation's registered office is 88101 Overseas Highway, Islamorada, Monroe County, Florida 33037. The initial registered agent for the Corporation at that address is James S. Mattson.

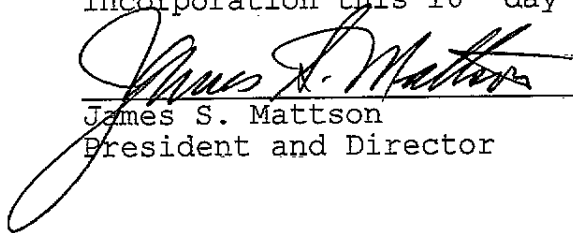
ARTICLE XI.

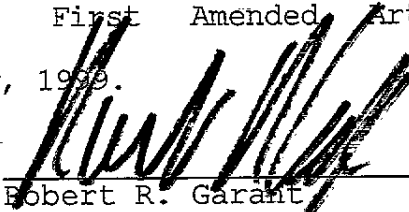
The initial board of directors shall consist of two members. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The names and address of the persons who will serve on the initial board of directors are:

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

Robert R. Garant
88101 Overseas Highway
Islamorada, FL 33036

IN WITNESS WHEREOF, after approval of the name change by a majority of the voting shareholders, the undersigned officers and directors have executed these First Amended Articles of Incorporation this 16th day of July, 1999.


James S. Mattson
President and Director


Robert R. Garant
Secretary and Director

Seal

WAIVER OF NOTICE AND MEETING
OF THE SHAREHOLDERS OF
THE GREAT HOUSE OF WINE, INC.

Pursuant to § 607.0704, Fla. Stat (1995), we, holders of a majority of the 100,000 voting and issued shares of the Corporation entitled to vote, waive the requirements of notice and meeting of shareholders and hereby take the following actions.

The name of the corporation is changed to "GREAT HOUSE OF WINE, INC." The President is authorized to submit this name change to the Florida and California Secretaries of State, and to any other entity that may need to know of the name change.

Dated: 7/18/99


James S. Mattson


Robert R. Garant

Filed in the corporate book of The Great House of Wine, Inc., this 18 day of July, 1999.

Attest:


Secretary