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LAW OFFICES

CARL M. SUGARMAN

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SUITE 550

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-2399

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June 18, 1997

Secretary of State
Division of Corporation
George Firestone Building
409 E. Gaines Street
Tallahassee, FL. 32399

FILED
97 JUN 20 PM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

RE: CENTURY WINE & LIQUORS CORPORATION

Dear Sir or Madam:

Enclosed herewith please find the following regarding the above mentioned corporation, to-wit:

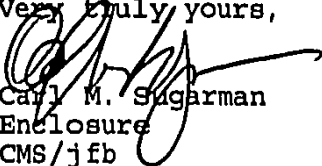
1. Original and one (1) copy of Articles of Incorporation.
2. Check in the sum of \$122.50 representing the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>

TOTAL = \$122.50

Kindly return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,


Carl M. Sugarman
Enclosure
CMS/jfb

OK 6-23-97

CERTIFICATE OF INCORPORATION
OF
CENTURY WINE & LIQUORS CORPORATION

FILED
97 JUN 20 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Secretary of State of Florida, a Certificate of Incorporation, as follows:

I.

The name of the corporation shall be:

CENTURY WINE & LIQUORS CORPORATION

II.

The general nature of the business or businesses to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III.

The corporation is authorized to indemnify to the fullest extent permitted by law any actions of its agents taken in its behalf.

IV.

The corporation shall have perpetual existence. Corporate existence and the right to transact business shall commence upon the filing of this Certificate with the Secretary of State.

V.

The maximum number of shares outstanding at any one time shall be:

rights to acquire unissued or treasury shares of the corporation.

VII.

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendments thereto.

VIII.

The name and address of the Registered Agent of the corporation shall be:

LUIS RATON
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

The registered office, principal office and mailing address of the corporation shall be:

CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

IX.

The number of Directors shall be not less than one nor more than three.

X.

The names and street addresses of the first Board of Directors of the corporation are as follows:

LUIS RATON, DIRECTOR
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

LOUIS M. RATON
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

MIRIAM RATON
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14

any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XII.

A majority of all the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XIII.

The business of the corporation shall be managed by the shareholders.

XIV.

The names and addresses of the first officers of the corporation are as follows:

LUIS RATON, PRESIDENT
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

LOUIS M. RATON, VICE PRESIDENT
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

MIRIAM RATON, SECRETARY/TREASURER
CORAL PARK SHOPPING CENTER
9800 SW 8th STREET
SPACE NO. 14
MIAMI, FLORIDA 33174

XV.

The names and street addresses of each subscriber of this Certificate of Incorporation are as follows:

IN WITNESS WHEREOF, the undersigned subscriber has executed
this Certificate of Incorporation this 19 day of June, 1997.




LUIS RATON

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19
day of June, 1997 by Luis Raton who is personally known to me and
who did take an oath.



NOTARY PUBLIC - State of Florida

OFFICIAL NOTARY SEAL
CARL MILTON SUGARMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC413795
MY COMMISSION EXP. OCT. 6, 1998

MY COMMISSION EXPIRES:

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place designated in
the foregoing Certificate, I hereby accept such nomination and
agree to act in said capacity and agree to comply with the
provisions of the laws of the State of Florida relative thereto.



LUIS RATON, Registered Agent

FILED

97 JUN 20 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA