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July 1, 1997

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

Re: The Wine Store, Inc.

600002229756--2

-07/03/97--01028--007

Dear Sir/Madam:

\*\*\*\*\*70.50 \*\*\*\*\*70.50

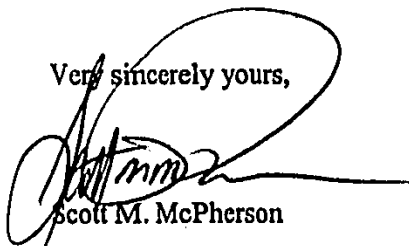
Enclosed please find the following:

1. An original and one (1) copy of the Articles of Incorporation for The Wine Store, Inc.;
2. An original Certificate of Designation of Registered Agent/Registered Office;
3. A check in the amount of \$70.50 for the filing fee.

If you find these document to be in proper form, please file the original and provide the undersigned with a certified copy thereof.

Thanking you for your cooperation, I remain

Very sincerely yours,

  
Scott M. McPherson

SMM:tlc  
Enclosures

Letters/file corp letter

JUL 7

BSB

**ARTICLES OF INCORPORATION  
OF  
THE WINE STORE, INC.**

**FILED**

97 JUL -3 AM 10:05

TALLAHASSEE, FLORIDA

Now wishing to incorporate, the undersigned incorporators do establish this corporation in accordance with the provisions of Chapter 607, Florida Statutes, providing for the formation, establishments, rights, privileges, and immunities of corporation for profit, and pursuant to the terms of said statute, do hereby further declare and certify as follows:

**Article I: Corporate Name**

The name of this corporation shall be The Wine Store, Inc.

**Article II: Street Address of Initial Principal Office**

The street address of the initial principal office shall be 4217 Redleaf Drive, New Port Richey, Florida 34652.

**Article III: Mailing Address**

The mailing address shall be 4217 Redleaf Drive, New Port Richey, Florida 34652.

**Article IV: Number of Shares Authorized for Issue**

The authorized capital stock of this corporation shall consist of one hundred (100) shares of common stock having a par value of \$1.00 per share, and all stockholders of record of such capital stock shall be entitled to one (1) vote per share at all meetings of the stockholders.

**Article V: Initial Registered Office and Registered Agent**

The street address of the initial registered office is 4217 Redleaf Drive, New Port Richey, Florida 34652 and the initial registered agent at that office is Timothy Fussell, an incorporator of this corporation.

**Article VI: Name and Address of Incorporators**

The incorporators of this corporation are: Timothy Fussell, P.O. Box 575, Elfers, Florida 34680; and Thomas Santell, 9314 Xenia Street, New Port Richey, Florida 34654.

**Article VII: Preemptive Rights**

The incorporators, as the sole directors and shareholders of this corporation, intend that the corporation issue 50 shares of its authorized stock to each incorporator, which shall be accomplished at the first Board of Director's meeting.

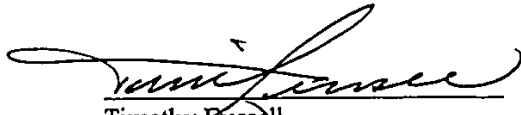
**Article VIII: Share Transfer Restrictions**

Whereas the incorporators, as sole initial shareholders in this corporation recognize that this is a closely held corporation, and further wish to prevent a scenario in which one incorporator transfers or sells his stock shares to an unwanted purchaser, the incorporators hereby agree to a right of first refusal. Therefore, before a shareholder of this corporation may sell to another individual or any other entity, the existing shareholders in the corporation have the right of first refusal and may exercise this right by offering a price equal to what the third party is willing to tender for payment of the shares.

**Article IX: The Purpose For Which The Corporation Is Organized**

The purpose of this corporation is to engage in any lawful business, procure all necessary licenses and meet all regulatory requirements necessary for engaging in any lawful business including, but not limited to, the business of selling, either wholesale or retail, certain supplies and ingredients used to make beer and wine.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals this 4 day of JUNE, 1997.

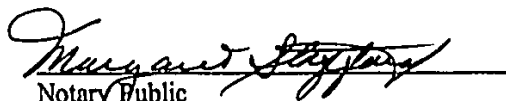
  
Timothy Fussell

  
Thomas Santell

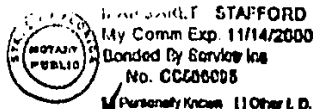
STATE OF FLORIDA )  
COUNTY OF PASCO )

ON THIS DAY, before me, the undersigned Notary Public, personally appeared TIMOTHY FUSSELL, personally known to me to be the person who executed the foregoing Articles of Incorporation on behalf of said corporation and acknowledged to me that she executed the same for the uses and purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4<sup>th</sup> day of June, 1997.

  
Notary Public

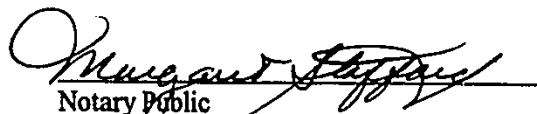
My commission expires:



STATE OF FLORIDA )  
COUNTY OF PASCO )

ON THIS DAY, before me, the undersigned Notary Public, personally appeared  
THOMAS SANTELL, personally known to me to be the person who executed the  
foregoing Articles of Incorporation on behalf of said corporation and acknowledged to  
me that she executed the same for the uses and purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4<sup>th</sup> day  
of June, 1997.

  
Notary Public

My commission expires:

misc/wine store articles



MARGARET STAFFORD  
My Comm Exp. 11/14/2000  
Bonded By Service Inc  
No. CC78888  
☒ Personally Known ☐ Other I.D.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
97 JUL -3 AM 10:05  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA

1. The name of the corporation is: THE WINE STORE, INC.

2. The name and address of the registered agent and office is:

TIMOTHY FUSSELL

4217 Redleaf Drive

New Port Richey, FL 34652

Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

  
Signature

6/30/97  
Date

Misc/fussell acceptance