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September 12, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

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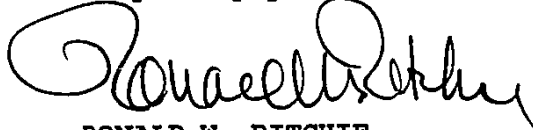
Re: Fifth Avenue Wine Bar, Inc.

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with our trust account check in the amount of \$122.50.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 15 AM 11:42

9/16/97

ARTICLES OF INCORPORATION  
OF  
FIFTH AVENUE WINE BAR, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida Business Corporation Act.

Article I - NAME

The name of this Corporation is FIFTH AVENUE WINE BAR, INC.

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

4062 Bel Air Lane, #5  
Naples, Florida 34103

Article III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

Article V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**Article VI - PREEMPTIVE RIGHTS**

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

**Article VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4062 Bel Air Lane, #5, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is LISA BODNAR.

**Article VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation are:

LISA BODNAR  
4062 Bel Air Lane, #5  
Naples, Florida 34103

**Article IX - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

LISA BODNAR  
4062 Bel Air Lane, #5  
Naples, Florida 34103

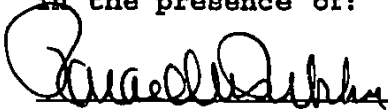

Article X - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation this 12<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
LISA BODNAR, Incorporator

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
  
\_\_\_\_\_  
Alma K. Perrington

\* \* \* \*

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this  
12th day of September, 1997, by LISA BODNAR, who is personally  
known to me (or has produced her Florida Driver's License No.  
\_\_\_\_\_ as identification) and who  
did/did not take an oath.

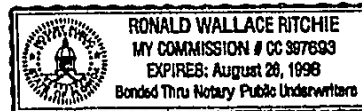
( S E A L )

  
NOTARY PUBLIC

Print Name - RONALD W. RITCHIE

Commission Number - \_\_\_\_\_

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.**

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

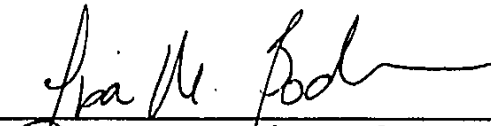
That FIFTH AVENUE WINE BAR, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, in the City of Naples,  
County of Collier, State of Florida, has named LISA BODNAR, whose  
address is 4062 Bel Air Lane, #5, Naples, Florida 34103, as its  
agent to accept service of process within this state.

\* \* \* \*

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named 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.

DATED this 12<sup>th</sup> day of September, 1997.

  
LISA BODNAR, Registered Agent

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