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NAME: LAST ROUND LIQUORS, INC.  
AUDIT NUMBER.....H97000016499  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION  
OF  
LAST ROUND LIQUORS, INC.**

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*I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.*

**ARTICLE I - NAME**

*The name of the corporation shall be LAST ROUND LIQUORS, INC.*

**ARTICLE II - NATURE OF BUSINESS**

*The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.*

**ARTICLE III - CAPITAL STOCK**

*The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.*

**ARTICLE IV - TERM OF EXISTENCE**

*This Corporation shall have perpetual existence.*

**PREPARED BY:** Nancy J. Terminello, Esq.  
CHADROFF, TERMINELLO & TERMINELLO  
2700 S.W. 37th Avenue  
Miami, FL 33133  
Tel: (305) 444-5002  
Florida Bar No. 897744

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**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

*The initial registered agent of this Corporation and the street address of the initial registered office is as follows:*

*Louis J. Terminello, Esq.  
CHADROFF, TERMINELLO & TERMINELLO  
2700 SW 37 Avenue  
Miami, Florida 33133*

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

*The address of the principal office and the initial street address, in this state, of this Corporation is : 12537 W. Okechobee Road, Hialeah Gardens, Florida 33016. The Board of Directors may, from time to time, move the principal office to any other address in Florida.*

**ARTICLE VII - INITIAL DIRECTORS**

*The name and street address of the person signing these articles and the name and street address of the persons who shall serve on the first Board of Directors is:*

*SANDRA LATA, President, Secretary, Director  
12537 W. Okechobee Road  
Hialeah Gardens, FL 33016*

**ARTICLE VIII - AMENDMENT**

*These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.*

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IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 24<sup>th</sup> day of September, 1997.

  
SANDRA LATA

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 1997, by SANDRA LATA, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*In compliance with Florida law the following is submitted:*

**LAST ROUND LIQUORS, INC.** desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at has named **LOUIS J. TERMINELLO** as its agent to accept service of process within Florida.

DATED: 24<sup>th</sup> day of September, 1997.

  
SANDRA LATA, President  
Director

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **LAST ROUND LIQUORS, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
LOUIS J. TERMINELLO, ESQ.  
Registered Agent

*See purchase of articles of incorporation, last round liquors*

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