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**ACCOUNTABLE TAX**  
Small Business Specialists

409 Montgomery Road, Unit 165  
Altamonte Springs, FL 32714  
Telephone: (407) 788-7811  
Fax: (407) 788-6077

November 11, 1997

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

Re: Phoenix Wines, Inc.

Gentlemen:

Enclosed please find one original and a copy of the Articles of Incorporation of Phoenix Wines, Inc. Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee and the designation of Registered Agent fee.

The effective time and date of the corporation is to be 12:01 a.m. on January 1, 1998. Your assistance in establishing the corporation to be known as Phoenix Wines, Inc. is appreciated.

Please return the approved copy to the undersigned at Accountable Tax.

Sincerely,

  
Howard S. Kiven

HSK:avk

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-11/17/97-01111--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**EFFECTIVE DATE**  
1-1-98

DS  
11-19-97

97 NOV 17 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOENIX WINES, INC.**

**FILED**  
97 NOV 17 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **PHOENIX WINES, INC.**

**EFFECTIVE DATE**  
1-1-98

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

- (a) To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and,
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and,
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State

of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00).

#### **ARTICLE V - EFFECTIVE TIME & DATE OF DOCUMENT**

Pursuant to Section 607.0123 (2) the effective date of incorporation is to be at 12:01 a.m. on January 1, 1998.

#### **ARTICLE VI - TERM OF EXISTENCE**

The corporation is to exist perpetually.

#### **ARTICLE VII - ADDRESS**

The initial post office address of the principal office of the corporation is 3209 Peace Pipe Drive, Kissimmee, Florida 32741. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3209 Peace Pipe Drive, Kissimmee, Florida 32741 and the name of the initial registered agent of the corporation at that address is Ronald L. McCulloch.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have one 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 is:

Ronald L. McCulloch  
3209 Peace Pipe Drive  
Kissimmee, Florida 32741

## **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: **Ronald L. McCulloch of 3209 Peace Pipe Drive, Kissimmee, Florida 32741.**

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XII - SUBSCRIBER**

The name and the post office address of the subscribers to the Articles of Incorporation, the number of shares of common stock which each agrees to take, and the value of the consideration therefor, is:

<b>Ronald L. McCulloch</b>	<b>100</b>	<b>\$100.00</b>
<b>3209 Peace Pipe Drive, Kissimmee, Florida 32741</b>		

## **ARTICLE XIII - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock 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 the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

## **ARTICLE XIV - BUY-SELL AGREEMENT**

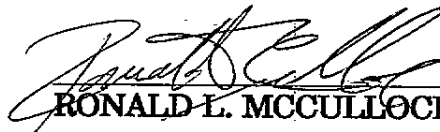
The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to

purchase his pro rata share of any stock to be sold by an existing stockholder.

**ARTICLE XV - LIABILITY OF SHAREHOLDERS**

Pursuant to Section 607.0831, Florida Statutes, the directors of said corporation shall have no personal liability for the actions of the corporation unless specifically granted, in writing, by the shareholders to the corporation.


**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of November, 1997.

  
RONALD L. MCCULLOCH

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ronald L. McCulloch acknowledged before me executing the foregoing instrument. Said person did not take on oath and is personally known to me.

11<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid, this day of November, 1997.

  
Print Name: Anne Kiven  
Notary Public  
Commission No.: CC508070  
My Commission Expires:



ANNE KIVEN  
My Commission CC508070  
Expires Dec. 17, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Section 607.0501, Florida Statutes the following is submitted, in compliance with said act.

FIRST --- PHOENIX WINES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Osceola County, State of Florida, has named **Ronald L. McCulloch of 3209 Peace Pipe Drive, Kissimmee, Florida 32741, County of Osceola, State of Florida**, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**


Having been named to accept service of process for the above corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
**RONALD L. MCCULLOCH**

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ronald L. McCulloch, acknowledged before me executing the foregoing instrument. Said person did not take on oath and is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 11 day of November, 1997.

  
Print Name: Anne Kiven  
Notary Public  
Commission No.: CC508070  
My Commission Expires:



ANNE KIVEN  
My Commission CC508070  
Expires Dec. 17, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV 17 PM 2:59

FILED