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REFERENCE : 723868 80558A

AUTHORIZATION : *Patricia Pujate*

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ORDER DATE : February 27, 1998

ORDER TIME : 4:25 PM

ORDER NO. : 723868-005

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.  
WILLIAM R. SMITH, P.A.

Suite 300  
8191 College Parkway  
Fort Myers, FL 33919

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DOMESTIC FILING

NAME: D & D WINE CELLAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 AM 10:29

RECEIVED  
98 MAR -2 AM 8:47  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

D & D WINE CELLAR, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 AM 10:29

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be D & D Wine Cellar, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 15237 Briarcrest Circle, Fort Myers, Florida 33912.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 300  
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have one (1) Director, whose name and street address is as follows:

Denise A. Vidussi  
15237 Briarcrest Circle  
Fort Myers, Florida 33912

THE UNDERSIGNED has executed these Articles of Incorporation this 24 day of February, 1998. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
WILLIAM R. SMITH,  
Incorporator and Registered Agent