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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WINER ACQUISITION CORPORATION

AUDIT NUMBER.....H98000006954

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

EMPIRE

SUBJECT: WINER ACQUISITION CORPORATION
REF: W98000008200

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION OF
WINER ACQUISITION CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME AND INITIAL PRINCIPAL OFFICE

The name of the corporation is WINER ACQUISITION CORPORATION. The initial principal office of the corporation is 1 S.E. 3rd Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100 (one hundred). Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1 S.E. 3rd Avenue, Suite 2200, Miami, Florida 33131, and the name of its initial registered agent at such address is Jonathan K. Winer, Esq.

Prepared by: Jonathan K. Winer, Esq.
1 S.E. 3rd Avenue, Suite 2200
Miami, Florida 33131
Phone: (305)377-1778
Florida Bar Number: 909970

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**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is 1 (one). The name and address of each person who is to serve as a member of the board of directors is:

<u>Name</u>	<u>Address</u>
Jonathan K. Winer	1 S.E. 3rd Avenue, Suite 2200 Miami, Florida 33131

Executed by the undersigned at Miami, Florida this 13th day of April, 1998.

Incorporator:

- Name: Jonathan K. Winer
- Address: 1 S.E. 3rd Ave.
Suite 2200
Miami, Florida 33131

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
WINER ACQUISITION CORPORATION**

Having been named in the State of Florida as registered agent, and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 13th day of April, 1998.

Jonathan K. Winer, Esq.

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