

**FAUGL & O'BRIEN**  
Attorneys at Law

George C. Faugl, Jr.\*  
Vincent A. O'Brien \*\*  
\* Also admitted in Pennsylvania  
\*\* Also admitted in New York

Telephone (813) 991-9503  
Fax (813) 991-9603

April 30, 1998

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation: Cellier Des Grand Cru Importers, Inc.

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State (Department) is one fully executed copy of the Articles of Incorporation (Articles) of the above referenced company. Please file the enclosed on a regular basis and have a certified copy of the Articles returned to me via regular mail. Also enclosed is my check in the sum of \$122.50 to cover the Department of State fee.

If you have any questions regarding the foregoing, please call me.

Yours faithfully,

V. A. O'Brien

Vincent A. O'Brien

Encl.

FILED  
98 MAY -4 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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R. CHESSEY MAY 7 1998

ARTICLES OF INCORPORATION

OF

CELLIER DES GRAND CRU IMPORTERS INC.

FILED  
98 MAY -4 AM 9:30  
SECRETARY OF  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is CELLIER DES GRAND CRU IMPORTERS INC.

SECOND: The address, wherever located, of the principal office of the Corporation, if known, is 3909 W. Cleveland Street, Apt. 218, Tampa, Florida 33609.

THIRD: The mailing address, wherever located, of the Corporation is 3909 W. Cleveland Street, Apt. 218, Tampa, Florida 33609.

FOURTH: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 19651 Bruce B. Downs Blvd., Suite E64, Tampa, Florida 33647.

The name of the initial registered agent of the Corporation at the said registered office is Vincent A. O'Brien. The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is:

NAME	ADDRESS
Vincent A. O'Brien	19651 Bruce B. Downs Blvd. Suite E64 Tampa, Florida 33647

SEVENTH: The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

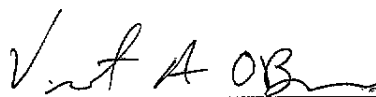
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

  
Vincent A. O'Brien, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

  
Vincent A. O'Brien

Dated: April 30, 1998

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98 MAY -4 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA