

P980000 48908

May 29, 1998

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800002540488-- 3  
-05/29/98-01030-002  
\*\*\*122.50 \*\*\*122.50

SUBJECT: THE WINE SELLER OF NORTHWEST FLORIDA, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: F. B. ESTERGREN, P.A.  
Name (Printed or typed)

P.O. DRAWER 2167  
Address

Ft. Walton Beach, FL 32549  
City, State & Zip

1-850-243-0139  
Daytime Telephone number

98 MAY 29 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. BROCK JUN 2 1998

ARTICLES OF INCORPORATION

OF

THE WINE SELLER OF NORTHWEST FLORIDA , INC.

ARTICLE I - NAME:

The name of this corporation is: THE WINE SELLER NORTHWEST FLORIDA, INC., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Retail Wine sales business and for the purpose of transacting any or all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: 101 Austin Ct., Mary Esther, FL 32569, and the mailing address is: 101 Austin Ct., Mary Esther, FL 32569.

The name of the Registered Agent of the Corporation is:

VICTORIA CLEVELAND, and the street office address of such

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TALLAHASSEE, FLORIDA

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registered agent and registered office of the Corporation is:  
101 Austin Ct., Mary Esther, FL 32569.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

VICTORIA CLEVELAND, 101 Austin Ct., Mary Esther, FL 32569.

KERRIE WAGNER, 150 Lola Ct., Destin, FL 32541.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is:  
VICTORIA CLEVELAND, 101 Austin Ct., Mary Esther, FL 32569.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1243-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27 day of May 1998.

Victoria Cleveland

VICTORIA CLEVELAND

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: \_\_\_\_\_

\_\_\_\_\_  
THE WINE SELLER OF NORTHWEST FLORIDA, INC.

2. The name and address of the registered agent and office is:

\_\_\_\_\_  
VICTORIA CLEVELAND

(NAME)

\_\_\_\_\_  
101 Austin Ct.

(P.O. BOX NOT ACCEPTABLE)

\_\_\_\_\_  
Mary Esther, FL 32569

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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AND

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE \_\_\_\_\_

*Victoria Cleveland*

Victoria Cleveland

DATE \_\_\_\_\_

*May 27, 1998*