

Parrish & Moore, P.A.

ATTORNEYS AT LAW

2171 Pine Ridge Road  
Naples, Florida 34109



Phone: (941) 566-2013  
Fax: (941) 566-9561

P98000061130  
July 8, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

200002584432-33  
-07/09/98--01059--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *New Filing: J & M Wines of FL Corp.*

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with a check in the amount of \$70.00 for J & M Wines of FL Corp.

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

Very Truly Yours,

PARRISH & MOORE, P.A.

Michael G. Moore

Enclosures as stated  
cc: Mike Bodah, via hand delivery

APPROVED  
AND  
FILED  
98 JUL -9 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Michael Moore GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article V - list directors: Michele N. Eid  
DATE 7/10 Jordeen Gransee  
DOC. EXAM 813

**ARTICLES OF INCORPORATION**

**OF**

**J & M WINES OF FL CORP.**

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **J & M WINES OF FL CORP.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in wholesale and retail beverage sales and in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

Authorized shares

Number:	The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Common Stock.
Voting Rights:	Each of these shares will entitle the holder to 1 vote per share.
Par Value:	Each share shall have a stated par value of \$1.00.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: 771 Anderson Drive, Naples, Florida 34103. The initial registered agent at such address shall be Michael Bodah.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Mike Bodah  
771 Anderson Drive  
Naples, Florida 34103

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The address of the principal office is: 3184 River Grove Circle, Ft. Myers, Florida 33905.

#### **ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**ARTICLE X**

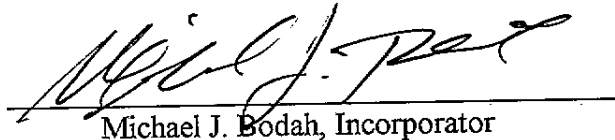
The corporation shall initially have two (2) directors. The number of directors may be amended or modified through amendment to the corporation's Bylaws.

The names of the directors are as follows:

Michele N. Eid

Jordeen Gransee

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this \_\_ day of July, 1998.

A handwritten signature in cursive script, appearing to read "Michael J. Bodah", is written over a horizontal line.

Michael J. Bodah, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is **J & M WINESOF FL CORP.**

3184 River Grove Circle  
Ft. Myers, Florida 33905

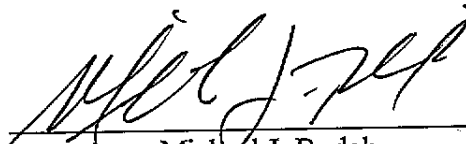
Two: The name and address of the Registered Agent is:

Michael J. Bodah  
771 Anderson Drive  
Naples, Florida 34103

Executed this 8<sup>th</sup> day of July, 1998.

  
Incorporator

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.

  
Michael J. Bodah  
7/8/98  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL -9 AM 11:12

APPROVED  
AND  
FILED