

LAW OFFICES OF FREDERICK C. KRAMER

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Marco Island, Florida 34145

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P980000 79316

September 4, 1998

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

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-09/08/98--01056--007  
\*\*\*\*122.50 \*\*\*\*122.50

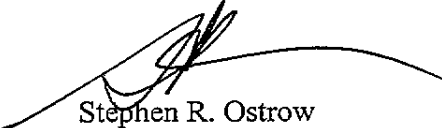
Re: Filing Articles of Incorporation for  
Talltree Vineyards, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation for TALLTREE VINEYARDS, INC., together with a check in the amount of \$122.50 made payable to your order to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,

  
Stephen R. Ostrow  
For the Firm

SRO/smp  
Enclosures  
cc: Talltree Vineyards, Inc.

BA98-011

APPROVED  
AND  
FILED  
98 SEP -8 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK SEP 15 1998

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

## ARTICLES OF INCORPORATION

OF

### TALLTREE VINEYARDS, INC.

I. NAME

The name of the corporation is: TALLTREE VINEYARDS, INC.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

424 Panay Avenue  
Naples, Florida 34113

IV. MAILING ADDRESS

The mailing address of the corporation is:

424 Panay Avenue  
Naples, Florida 34113

V. SHARES

The number of shares that the corporation is authorized to issue is one hundred (100) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 424 Panay Avenue, Naples, Florida 34113, and the name of its initial registered agent at such address is: Mark Rudolph.

APPROVED  
AND  
FILED  
98 SEP -8 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VII. INCORPORATOR

The name and address of the incorporator is:

Mark Rudolph  
424 Panay Avenue  
Naples, Florida 34113

VIII. MANAGEMENT OF THE CORPORATION

The corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 4th day of September, 1998.


  
MARK RUDOLPH  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared MARK RUDOLPH to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 4th day of September, 1998.

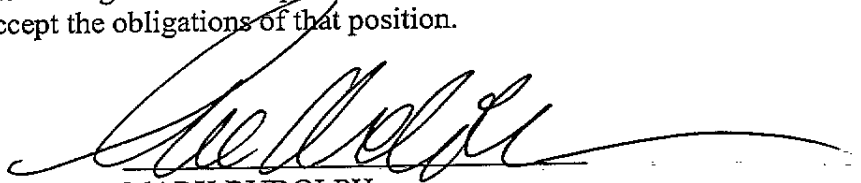
NOTARY PUBLIC - STATE OF FLORIDA  
STEPHEN R. OSTROW  
COMMISSION # CC706127  
EXPIRES 1/1/2002  
BONDED THRU ASA 1-686-NOTARY1

  
NOTARY PUBLIC  
Print Name: Stephen R. Ostrow  
State of Florida at Large

My commission expires:

**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.



MARK RUDOLPH

APPROVED  
AND  
FILED  
98 SEP -8 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA