

P98000080857

**TANIA A. MAZZA-MARTINEZ**  
**1088 Hunting Lodge Drive**  
**Miami Springs, Florida 33166**

September 10, 1998

**Sirs.**  
**DIVISION OF CORPORATIONS**  
**FLORIDA DEPARTMENT OF STATE**  
**P.O. BOX 6327**  
**TALLAHASSEE, FLORIDA 32314**  
**16400 NW 32 AV.**

200002638722--3  
-09/14/98-01127-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Dear Sirs.:**

Enclose you will find the article of incorporation of BODEGAS SPAIN, INC. for its incorporation and filing. In addition, we are enclosing a personal check in the amount of US\$ 78.75 which includes the filing fee and the certificate.

Our address is:

**Att: Ms. Tania A. Mazza-Martinez**  
**1088 Hunting Lodge Drive.**  
**Miami Springs, Florida 33166**  
**Ph: (305) 870-0404.**  
**Fax: (305) 870-0405.**

Sincerely yours,

  
**Ms. Tania A. Mazza-Martinez**

**FILED**  
**98 SEP 14 AM 8:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

TA-9/18/98

## ARTICLE OF INCORPORATION

### ARTICLE I - NAME

The name of this corporation is BODEGAS SPAIN, INC.

### ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 1088 Hunting Lodge Drive. Miami Springs, Florida 33166

### ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

### ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 1088 Hunting Lodge Drive. Miami Springs, Florida 33166 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

### ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Directors are:

<b>Tania A. Mazza-Martinez</b>	Director and Secretary
1088 Hunting Lodge Dr.	
Miami Springs, Florida 33166	

<b>Armando M. Martinez</b>	Director
1088 Hunting Lodge Drive.	
Miami Springs, Florida 33166	

### ARTICLE VII- INCORPORATOR

The name and address of the Incorporator signing these Articles is:

FILED  
98 SEP 14 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
98 SEP 14 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ms. Tania A. Mazza-Martinez  
1088 Hunting Lodge Drive.  
Miami Springs, Florida 33166

#### ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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 IX- INDEMNIFICATION

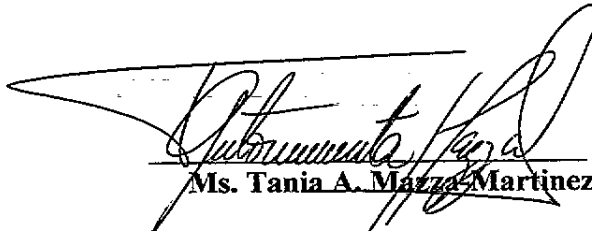
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

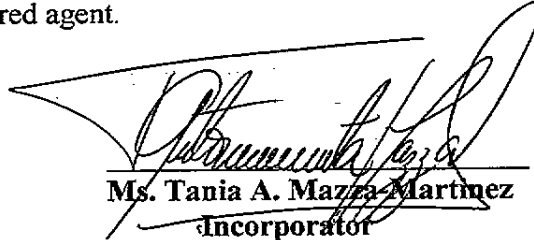
In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 10, 1998

  
Ms. Tania A. Mazza-Martinez

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.

Dated: September 10, 1998

  
Ms. Tania A. Mazza-Martinez  
Incorporator