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To:

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Fax Number : (850) 487-6013

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

M & A LIQUROS, INC.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 21, 1998

FAS-T CORP. AGENTS

SUBJECT: M & A LIQUORS, INC.
REF: W98000023865

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your document meets the requirement of Florida Statutes 607 For Profit. However, at the top of the document is Florida Statutes 617 Non Profit. Please correct your document accordingly.

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H98000019511
Letter Number: 498A00051892

ARTICLES OF INCORPORATION

OF

M & A LIQUORS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statute (the "Florida General Corporation Act") as follows:

ARTICLE I. NAME

The name of the Corporation is: **M & A LIQUORS, INC.**

ARTICLE II. CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business is primarily to engage in General Business or any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue and have outstanding at any one time is One Thousand (1000) shares of common stock. One (\$ 1.00) Par Value.

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be:
P.O. BOX 52-0544 MIAMI, FL. 33152

Prepared by: **Cabrera & Associates**
4201 S.W. 11th Street
Miami, Fl. 33134 (305-567-1900)

ARTICLE VI. DIRECTORS

The number of directors constituting the initial board of directors shall be ONE (1). The number of directors may increase or decrease as provided by the Bylaws of the Corporation in the manner provided by the law.

The names and addresses of the person (s) who shall serve as the initial board of directors are:

GABRIELA COVELLI 4821 S.W. 8 STREET MIAMI, FL. 33134

ARTICLE VII. INCORPORATOR

The name and address of the incorporators of these Articles of Incorporation are:

GABRIELA COVELLI 4821 S.W. 8 STREET MIAMI, FL. 33134

ARTICLE VIII. REGISTERED AGENT

Pursuant to the provisions of section 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.

The name and address of the initial Registered Agent of the Corporation is:

GABRIELA COVELLI 4821 S.W. 8 STREET MIAMI, FL. 33134

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: 10/18/98

Signature Gabriela Covelli

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The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price at which it is offered to others.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes as amended.

IN WITNESS WHEREOF, The Incorporator(s) have signed these Articles of Incorporation this 19th day of October 1998.


Gabriela Covelli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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