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IRB
INTERNATIONAL RESEARCH BUREAU, INC.
Post Office Box 14189 • Tallahassee, FL 32317-4189
Phone (850) 942-2500

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DIVISION OF CORPORATION

OFFICE USE ONLY

52670-8819

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*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ELLIOTT'S LIQUORS
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 4:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

Corporate Filing

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

T. SMITH NOV 13 1998
Examiner's Initials

ARTICLES OF INCORPORATION

OF

ELLIOTT'S LIQUORS, INC.

ARTICLE I - NAME

The name of the corporation is Elliott's Liquors, Inc.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida and shall exercise all powers convenient, incident to or necessary in the proper conduct of it's business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share; all shares shall be paid in lawful money of the United States or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is: 6449 S.W. 132nd Court Circle, Miami, Florida 33183-5141. The name of the initial registered agent at that address is Roberta Kearns. The principal place of business of this corporation is: 6449 S.W. 132nd Court Circle, Miami, Florida 33183-5141.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director is: Elliott Starman, 6449 S.W. 132nd Court Circle, Miami, Florida 33183-5141.


ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Elliott Starman, 6449 S.W. 132nd Court Circle, Miami, Florida 33183-5141.

ARTICLE VIII - AMENDMENTS

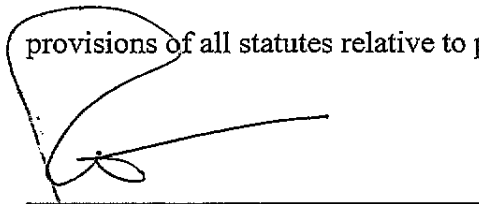
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of November, 1998.


Elliott Starman

RESIDENT AGENT ACKNOWLEDGEMENT

Having been named to accept service of process of the above named corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.


Roberta Kearns

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