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WALTER G. WOODS, CHARTERED

ATTORNEY AT LAW

3388 N.E. SUGARHILL AVE.

JENSEN BEACH, FLORIDA 34957

WALTER G. WOODS
BOARD CERTIFIED REAL ESTATE LAWYER

99 JAN -6 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL: (561) 334-0108
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January 4, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/06/99--01013--005

122.50 **78.75

Re: SADIE'S WINE & GIFT SHOPPE, INC.

Gentlemen:

Please find enclosed an original and one copy of a proposed Charter for the above corporation along with a Consent to use of name with a copy of the Articles of Incorporation.

Also enclosed is my check payable to your order in the amount of \$122.50 to cover the cost of filing for a domestic corporation, a corporation for profit, all amendments, a certificate of Registered Agent and the cost of a certified copy of the Charter. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this corporation and sending me a duly certified copy of the articles. If this name is not available, please call me at (561) 334-0108, collect.

Thank you for your prompt attention to this matter.

Sincerely,



Walter G. Woods

WGW/aw
Enclosures

P. Hall
JAN - 7 1999
(3)

ARTICLES OF INCORPORATION
OF
SADIE'S WINE & GIFT SHOPPE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

SADIE'S WINE & GIFT SHOPPE, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common stock, each share having the par value of ONE (\$1.00) DOLLAR.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 3177 N.E. Maple Avenue, Jensen Beach, FL, 34957. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have (2) directors. The Board of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS/INCORPORATORS

The name and street address of the first Board of Directors/Incorporators who shall hold office until successors are elected and have qualified, is as follows:

DEBORAH PERRIN BAKER
692 Wax Myrtle Way
Jensen Beach, FL 34957

THOMAS C. HOFMANN
692 Wax Myrtle Way
Jensen Beach, FL 34957

ARTICLE IX - EFFECTIVE DATE

The Articles of Incorporation shall be effective upon approval of the Secretary of State.



ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

DEBORAH PERRIN BAKER, of 692 Wax Myrtle Way, Jensen Beach, FL 34957, is hereby appointed as Registered Agent for this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of December, 1998.


DEBORAH PERRIN BAKER

THOMAS C. HOFFMANN

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 29th day of December, 1998, by Deborah Perrin Baker and Thomas C. Hofmann, [] who is/are personally known to me, [] who has/have produced drivers license as identification.



KATHRYN H COWDREY
My Commission CC483977
Expires Jul. 25, 1999
Bonded by ANB
800-852-6878

Kathryn H. Cowdrey
Notary Public
My Commission Expires:

ACCEPTANCE

I, DEBORAH PERRIN BAKER, state that I am a permanent resident of Martin County, Florida, 692 Wax Myrtle Way, Jensen Beach, FL, 34957. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the said corporation.

Deborah Perrin Baker
DEBORAH PERRIN BAKER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA