

TRANSMITTAL LETTER

999000002093

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

Certified Mail # 305 713 836

SUBJECT: UNIVERSAL SPIRITS CORPORATION
(Proposed corporate name - must include suffix)

100002724591--8
-12/29/98--01029--012
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: JOHN F. SPANGLER
Name (Printed or typed)
2310 SOUTH HESPERIDES STREET
Address
TAMPA, FL 33629
City, State & Zip
(813) 251-5346
Daytime Telephone number

FILED
99 JAN -7 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-29296

NOTE: Please provide the original and one copy of the articles.

MAKON

JAN -7 1999



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 30, 1998

JOHN F. SPANGLER
2310 S. HESPERIDES STREET
TAMPA, FL 33629

SUBJECT: UNIVERSAL SPIRITS CORPORATION
Ref. Number: W98000029246

We have received your document for UNIVERSAL SPIRITS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ You must list at least one incorporator with a complete business street address.
- ✓ The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 098A00061088

Resubmitted.
1/4/99.
[Signature]
1/4/99

ARTICLES OF INCORPORATION
OF
UNIVERSAL SPIRITS CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Principal Office

The name of the corporation is UNIVERSAL SPIRITS CORPORATION and the principal office will be located at 4353 NW 72ND AVENUE, MIAMI, FLORIDA 33166

ARTICLE II
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III
Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 5,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of

capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV **Existence of Corporation**

This corporation shall have perpetual existence.

ARTICLE V **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 2310 SOUTH HESPERIDES STREET, TAMPA, FL 33629 and the initial registered agent of this corporation at such office shall be John F. Spangler. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the

transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualifies. The name and street address of the initial director is: Name Address

TORBEN RIISE

10912 SW 134TH PLACE
MIAMI, FLORIDA 33186

ARTICLE IX
Bylaws

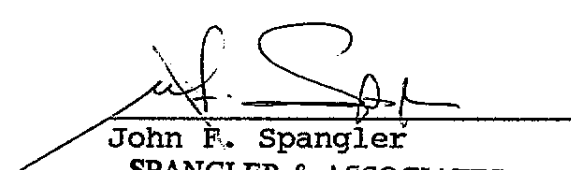
(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X
Amendment of articles of Incorporation

This corporation reserves the right to amend, alter, or change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


John F. Spangler
SPANGLER & ASSOCIATES
POST OFFICE BOX 320507
TAMPA, FLORIDA 33679

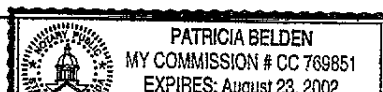
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on the 23rd day of December, 1998, personally appeared JOHN F. SPANGLER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC

My Commission Expires:



UNIVERSAL SPIRITS CORPORATION

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

JOHN F. SPANGLER, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 23rd day of December, 1998.


JOHN F. SPANGLER

SPANGLER & ASSOCIATES
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TAMPA, FLORIDA 33679

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