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CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

500002834485--6
-04/09/99--01042--025
*****78.75 *****78.75

CONTACT: CINDY HICKS

DATE: 4/9

REF. #: 0150-10329

CORP. NAME: Wine Information Network,
Inc.

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 4660 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> PLAIN STAMPED COPY |
|--|--|---|

Examiner's Initials

FILED
99 APR -9 PM 12:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -9 AM 10:18
TALLAHASSEE, FLORIDA

4/9
gju

ARTICLES OF INCORPORATION
OF
WINE INFORMATION NETWORK, INC.

FILED
99 APR -9 PM 12:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is WINE INFORMATION NETWORK, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 210 - 174th Street, #411, Miami Beach, Florida 33160.

ARTICLE III

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock, having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 210 - 174th Street, #411, Miami Beach, Florida 33160, and the name of its initial registered agent at such office is MATTHEW ADLER.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are as follows:

MATTHEW ADLER
210 - 174th Street, #411, Miami Beach, Florida 33160

and

DAVID KOHL,
1911 Sabal Palm Drive, Apt. #208, Ft. Lauderdale, Florida 33024. ^{3 DWK}

ARTICLE VII

The name of the Incorporators are MATTHEW ADLER, whose address is 210 - 174th Street, #411, Miami Beach, Florida 33160 and DAVID KOHL, whose address is 1911 Sabal Palm Drive, Apt. #208, Ft. Lauderdale, Florida 33024.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

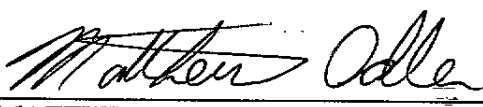
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of ^{APRIL} ~~March~~, 1999.


MATTHEW ADLER, Incorporator


DAVID KOHL, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WINE INFORMATION NETWORK, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


MATTHEW ADLER,
Resident Agent

Dated: ^{APRIL} ~~March~~ 7, 1999

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR -9 PM 12:28

FILED