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* ESTATE PLANNING

P99000045220
May 12, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: SUN COUNTRY LIQUORS WINES & MORE, INC.

Dear Sir/Madam:

800002875688--2
-05/14/99--01076--013
*****78.75 *****78.75

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

| | |
|---|---------|
| Filing of Articles of Incorporation | \$35.00 |
| Registered Agent Designation | 35.00 |
| Certified copy of Articles of Incorporation | 8.75 |

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Betsy Courant
Betsy Courant
Legal Assistant

/bc
encl.

FILED
99 MAY 14 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
SUN COUNTRY LIQUORS WINES & MORE, INC.

FILED
99 MAY 14 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **SUN COUNTRY LIQUORS WINES & MORE, INC.**

1. The name of the corporation is **SUN COUNTRY LIQUORS WINES & MORE, INC.**
2. The principal office of the corporation is:
2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, FL 33431
3. The corporation shall have authority to issue 7,500 shares of stock, all of one class without par value.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
6. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be May 12, 1999, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on May 12, 1999.

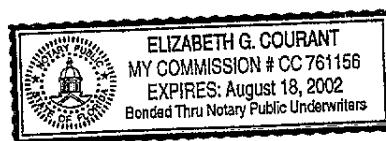
HCRM Corp., as Incorporator

By: Joseph R. Cook
Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **SUN COUNTRY LIQUORS WINES & MORE, INC.** were acknowledged before me by Joseph R. Cook, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 12th day of May, 1999, on behalf of HCRM Corp.

Elizabeth G. Courant
Notary Public
My commission expires:
Printed Name:



ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of **SUN COUNTRY LIQUORS WINES & MORE, INC.** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Joseph R. Cook

Joseph R. Cook, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Joseph R. Cook, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 12th day of May, 1999, on behalf of the corporation.

Elizabeth J. Courant
Notary Public

My commission expires:

Printed Name:

