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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900002882239--4
-05/21/99--01054--001
*****87.50 *****87.50

SUBJECT: U.S. WineMakers, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$87.50, for:

* Filing fees, Certified Copy, and Certificate of Status.

FROM: Donna Allen
12608 Henderson Rd.
Tampa, FL 33625
813-964-9400

FILED
1999 MAY 21 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the state of Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be U.S. WineMakers, Incorporated.

ARTICLE II

The principal place of business and mailing address of U.S. WineMakers, Inc. shall be 12608 Henderson Rd. #2, Tampa, FL. 33625.

ARTICLE III

The number of shares that U.S. WineMakers, Inc. is authorized to have outstanding at any one time is 1000.

ARTICLE IV

The name and address of the initial registered agent are Donna Allen, 12608 Henderson Rd. #2, Tampa, FL. 33625.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are Donna Allen, 12608 Henderson Rd. #2, Tampa, FL. 33625.

ARTICLE VI

The effective sate of this corporation shall be May18, 1999.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The officers of U.S. WineMakers, Inc. are:

Donna Allen, President
Donna Allen, Vice-President
Donna Allen, Treasurer
Donna Allen, Secretary

Donna Allen

5-19-99

Signature of Incorporator
Donna Allen

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions if all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donna Allen

5-19-99

Signature of Registered Agent
Donna Allen

Date

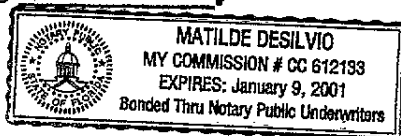
SWORN TO AND SUBSCRIBED BEFORE ME THIS

19 DAY OF May, 19 99

Matilde Desilvio
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES



FILED
1999 MAY 21 PM 3:54
TALLAHASSEE, FLORIDA