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THE LAW FIRM OF

RUBIN & RUBIN, P.A.

BISCAYNE CENTRE

SUITE 502

11900 BISCAYNE BOULEVARD

NORTH MIAMI, FLORIDA 33181

DEBRA E. RUBIN *
RANDALL L. RUBIN *

*ALSO ADMITTED IN CALIFORNIA

MIAMI (305) 892-0111
BROWARD (954) 463-3030
FAX (305) 899-1143

June 1, 1999

Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-06/03/99--01088--009
*****78.75 *****78.75

RE: USA Wines, Inc.

Dear Sir or Madam:

Enclosed please find an Article of Incorporation, along with a check in the amount of \$78.75. I am also enclosing a copy of the Article.

At this time I would greatly appreciate it you would file the Article of Incorporation and return the copy certified for my records, in the enclosed self addressed stamped envelope.

Your prompt attention to this request is greatly appreciated.

Very truly yours,

Randall L. Rubin

Randall L. Rubin

RLR/ld
Enclosure

FILED
99 JUN -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-8-99
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99 JUN -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
USA WINES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be : USA Wines, Inc. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operated or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

b) To loan money on real estate and personal property.

c) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

e) To act as Trustee for any form of property, claim or right.

f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$0.10 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$100.00.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The principal office of this corporation will be 11900 Biscayne Boulevard, Suite 502, North Miami, Florida 33181.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name: Randall L. Rubin

Address : 11900 Biscayne Boulevard
Suite 502
North Miami, Florida 33181

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

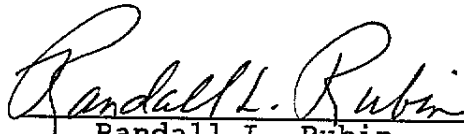
ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First. That USA Wines, Inc., desiring to organize under the laws of the State of Florida, with its registered office indicated in the Articles of Incorporation, at 11900 Biscayne Blvd., Suite 502, North Miami, Florida 33181, County of Dade, State of Florida, has named Randall L. Rubin, as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office:


Randall L. Rubin
Resident Agent

ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Randall L. Rubin	11900 Biscayne Blvd. Suite 502 North Miami, Fl 33181	1,000

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 Stockholder's Meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of June, 1999.

Randall L. Rubin

Randall L. Rubin
PRESIDENT

State of Florida
County of Dade

THE FOREGOING INSTRUMENT was acknowledged before me this 1 day of June, 1999, by Randall L. Rubin, as the Incorporator/President of USA WINES, INC., who is personally known to me or who has produced as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 1 day of June, 1999.



Lissette Davis

SIGNATURE OF ACKNOWLEDGER

Lissette Davis

Typed Name of Acknowledger

Notary Public
Title

CC696050
Serial Number