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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

ARTHUR WINE COMPANY, INC.

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| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 1999

EMPIRE

SUBJECT: ARTHUR WINE COMPANY, INC.
REF: W99000013874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000014374
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ARTICLES OF INCORPORATION

OF

ARTHUR WINE COMPANY, INC.

ARTICLE I

Name of Corporation

The name of the corporation is ARTHUR WINE COMPANY, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

Prepared by: Manuel Arthur Mesa
Florida Bar No. 0885819
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131
(305) 863-1000

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ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

Manuel Arthur Mesa, Esq.
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel Arthur Mesa, Esq.
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum

- 2 - 499000014374

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for the transaction of all business.

The name and address of the initial directors are:

Manuel Arthur Mesa
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

and

Maria C. Mesa
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporators

The name and address of the incorporators are as follows:

Manuel Arthur Mesa
Maria C. Mesa
NationsBank Tower/37th Floor
100 SE 2nd Street
Miami, Florida 33131

ARTICLE X

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By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

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ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14th day of June, 1999.


Manuel Arthur Mesa


Maria C. Mesa

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ARTHUR WINE COMPANY, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment and designation as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent under the Florida Statutes.


 Manuel Arthur Mesa
 Registered Agent

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