

LAW OFFICES OF
PETER A. GONZALEZ, P. A.

THE COLONNADE, SUITE 710
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33134

TELEPHONE: 305.444.7344
FACSIMILE: 305.444.7446
E-MAIL: paglaw@gate.net

October 13, 1999

OF COUNSEL TO:
ST. LOUIS & MARTINEZ, P.A.

VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

FILED
99 OCT 14 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: BUDDY'S LIQUORS, INC.

3000003014493--2
-10/14/99-01041-014
*****78.75 *****78.75

To Whom It May Concern:

Enclosed herewith for filing are the Articles of Incorporation of the above-referenced company. Please allow this letter to serve as our request for a certified copy of the Articles. Also enclosed is my check no. 1197, in the amount of \$78.75, made payable to the Florida Department of State, to cover the fees for filing, designation of registered agent and the certified copy.

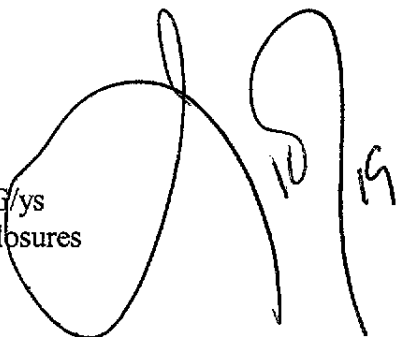
Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,


Pedro A. Gonzalez

PAG/ys
Enclosures



FILED
99 OCT 19 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BUDDY'S LIQUORS, INC.

FILED
99 OCT 14 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Buddy's Liquors, Inc. Its principal office and mailing address is 550 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The effective date of this Corporation shall be October 8, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the purchase and sale of a valid liquor license (properly registered and recognized as such by the appropriate State or Local government and its agencies), and any marketing or other lawful activities related thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial director is as follows:

Name

Address

Annette Fernandez

550 Washington Avenue
Miami Beach, Florida 33139

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

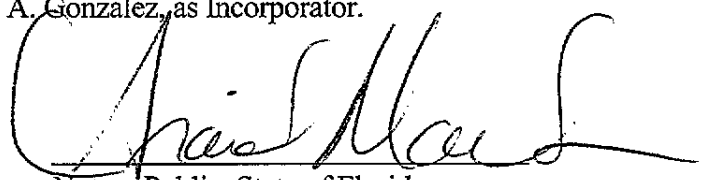
Pedro A. Gonzalez

The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134


Pedro A. Gonzalez
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

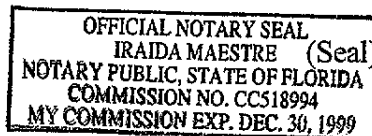
The foregoing Articles of Incorporation of Buddy's Liquors, Inc., were acknowledged
before me this 8th day of October, 1999, by Pedro A. Gonzalez, as Incorporator.


Notary Public, State of Florida

Name: _____

Commission Number: _____

My Commission Expires : _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Buddy's Liquors, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: October 8, 1999


Pedro A. Gonzalez

FILED
99 OCT 14 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA