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ID Number 95859

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FOX POINT WINE & SPIRITS, INC.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
FEB 3 12 06 PM '99

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is: FOX POINT WINE & SPIRITS, INC.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on January 20, 1999, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

5. Exhibit B entitled "Restrictions on Transfer" originally filed on July 8, 1997 is hereby revoked in its entirety.

The following language which was added by amendment to the Articles of Incorporation on January 12, 1999 shall remain as the only language in Article 5 of the Amended Articles of Incorporation.

"Each shareholder shall have a pre-emptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares in a percentage of the total number of shares or convertible securities or securities carrying a right to acquire shares, so offered, that is proportionate to the percentage of shares then held by the shareholder to the total number of shares issued at the time of said offer."

3. The number of shares of the corporation outstanding at the time of such adoption was 2000 and the number of shares entitled to vote thereon was 1500.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if

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applicable, insert "none")

CLASS

NUMBER OF SHARES

COMMON - NO PAR VALUE

1500

5. The number of shares voted for such amendment was 1500 and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (inapplicable insert none)

CLASS

FOR

AGAINST

NONE

7. The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

NONE

8. The manner in which such amendment effects a change in the amount of stated capital and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

NONE

9. Date when amendment is to become effective: (not more than 30 days after the filing of these Articles of Amendment). Immediately upon filing

Dated 1/21 1999

FOX POINT WINE & SPIRITS, INC.

By Vasco Vargas
VASCO VARGAS
Its President

and Manuel Aniceto
MANUEL ANICETO
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence

In Providence on this 21st day of January 1999 personally appeared before me VASCO VARGAS who being by me first duly sworn, declared that he is the President of the corporation and that he signed the foregoing document as President of the corporation, and that the statements thereon contained are

true.

Robert R. Nocera
Notary Public Notary Public
Printed Name: ROBERT R. NOCERA
My Commission Expires: 11/16/2001

STATE OF RHODE ISLAND
COUNTY OF Providence

In Pawtucket on this 21st day of January
1999 personally appeared before me MANUEL ANICETO who being by me
first duly sworn, declared that he is the Secretary of the
corporation and that he signed the foregoing document as Secretary
of the corporation, and that the statements thereon contained are
true.

Robert R. Nocera
Notary Public Notary Public
Printed Name: ROBERT R. NOCERA
My Commission Expires: 11/16/2001