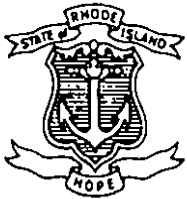


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ID Number: 95859



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

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

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

See Attached "A"

4. The aggregate number of shares which the corporation shall have authority to issue is: 1000

(a) If only one class: Total number of shares 1000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value)

1000 Common No Par

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See Attached "B"

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By

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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 176 Williams Street

(Street)

Cumberland, RI 02864 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Vasco Vargas

8. The number of directors constituting the initial board of directors of the corporation is -0- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
<u>President</u>	<u>Vasco Vargas</u>	<u>176 Williams Street, Cumberland, RI 02864</u>
<u>V. Pres.</u>	<u>Vasco Vargas</u>	<u>176 Williams Street, Cumberland, RI 02864</u>
<u>Treasurer</u>	<u>Vasco Vargas</u>	<u>176 Williams Street, Cumberland, RI 02864</u>
<u>Secretary</u>	<u>Vasco Vargas</u>	<u>176 Williams Street, Cumberland, RI 02864</u>

9. The name and address of each incorporator is:

Name	Address
<u>Vasco Vargas</u>	<u>176 Williams Street, Cumberland, RI 02864</u>
<u></u>	<u></u>
<u></u>	<u></u>

10. Date when corporate existence to begin: July 8, 1997
(not more than 30 days after filing of these articles of incorporation)

Dated July 2, 1997

Vasco Vargas
Vasco Vargas

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In East Providence, on this 2nd day of July, 1997, personally appeared
before me Vasco Vargas

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

A Susan A. Pichero
Notary Public
My Commission Expires: 7/19/97

EXHIBIT "A"

To purchase and sell wine, beer and spirits and to conduct a wholesale distributorship for such wines, beers, and alcoholic spirits. To import for sale and distribution wine, beer and alcoholic spirits as well as other items from abroad. To lease and/or purchase real estate for the conduct of the business, and to carry on all activities incidental to carrying out the business of the corporation.

EXHIBIT "B"

Section 5 - Restrictions on Transfer:

So long as there shall be more than one holder of the outstanding capital stock of the Corporation, no holder of any of the capital stock shall transfer any of such stock without first offering the same to the Corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said Shareholder intends to transfer his stock if his said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation, or in case of the Shareholder making such offer be the Secretary, then to the President. The Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the Corporation then outstanding, to be held within ten (10) days after the receipt of said offer, for the purpose of taking action with respect to the same. The Corporation, through the holders of the stock then outstanding, shall have thirty (30) days after the receipt of said offer to accept or reject said offer, and until action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of his capital stock shall be made by the Shareholders submitting the offer, but if the Shareholders shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty (30) days, such Shareholder may then transfer the same at not less than said price to any transferee or transferees described in said statement. At any such meeting, the shares of stock held by the Shareholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a vote and the Shareholder so submitting said offer shall not be entitled to vote at said meeting.

All transfers of capital stock are intended to be included in the prohibitions of this Article, including, but not limited to a transfer by virtue of the death of a shareholder, or the pledge, attached, or other encumbrance of such capital stock. This provision shall be binding upon any executor, administrator or other legal representative or every shareholder, in the case of sale or pledging of any share or shares of stock by such executors, pledging of any share or shares of stock by such executors, administrators, or other legal representatives of any shareholder and the provisions contained in this by-law shall be embodied in, written, printed or stamped upon each certificate of stock already issued or which hereafter may be issued, and thereupon shall be binding upon each and every present or future owner or holder thereof, whether such stock be acquired by will or otherwise. Any transfer contrary to the foregoing provisions shall be void. The Corporation by vote of the holders of a two-thirds majority of the shares of the capital stock then outstanding, may waive the provisions of this Article with respect to any particular transfer, but the stock with reference to which said provisions are waived shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the holder of said stock shall not be entitled to vote at said meeting.