

4/25
4

TOWN OF ACTON
472 Main Street
Acton, Massachusetts, 01720
Telephone (508) 264-9612
Fax (508) 264-9630

Don P. Johnson
Town Manager

March 21, 2005

The Acton Beacon:
Atten: Paula

Please place the following Legal **Notice** in the Thursday, March 24, Beacon in the Legal Section. *Please send bill to:*

Mr. Ralph A. Rotolante
4 Seneca Court
Acton, MA 01720
978- 263-4248

Very truly yours,

Christine M. Joyce
Town Manager's Office

Please confirm receipt of this Fax to: Christine @ 508-264-9612
FAX 508-264-9630

Town of Acton
Notice of Hearing

Notice is hereby given under Chapter 138 of the General Laws, that the Board of Selectmen will hold a hearing in Room 204 in the Acton Town Hall on April 25, 2005 at 7:15 P.M. on the application of Ralph A. Rotolante, President, Manager, and Clerk, Wine-Cask Cellars, Inc. d/b/a Acton Liquors, for the Transfer of a All-Alcoholic Beverages Retail Package Store license from Drinks and Company, Inc., 11 Spruce Street, to Ralph A. Rotolante, President, d/b/a Acton Liquors, at 100 Powdermill Road, Acton, MA 01720. And further to seek approval for the Pledge of this license.

ACTON BOARD OF SELECTMEN

TOWN OF ACTON
472 Main Street
Acton, Massachusetts, 01720
Telephone (508) 264-9612
Fax (508) 264-9630

Don P. Johnson
Town Manager

March 21, 2005

Mr. Ralph A. Rotolante
4 Seneca Court
Acton, MA 01720

Dear Mr. Rotolante:

Enclosed please find a copy of advertisement to appear in the Acton Beacon on Thursday, March 24, 2005, at your expense.

The ABCC requires the time and date of such hearing for a Transfer of a liquor license be placed in the local newspaper. Your hearing is scheduled for April 25, 2005 at 7:15 P.M. in Room 204 of the Acton Town Hall. If you have any questions prior to that date, please feel free to call me at 264-9612.

Please remember to have your liquor service policy submitted to my office prior to the hearing for inclusion in the Board's package of materials for this meeting.

Very truly yours,

Christine M. Joyce
Town Manager's Office

Town Manager's Office

INTERDEPARTMENTAL COMMUNICATION

To: Board of Health, Building Comm., Police & Fire Chiefs

Date: March 21, 2005

From: *Christine Joyce, Town Manager's Office*

Subject: Transfer of Full Liquor License as a Package Store. 100 Powdermill Road.

Enclosed please find a copy of the application for a Transfer of a Full Liquor Package Store license for your comment and review. April 25, 2005

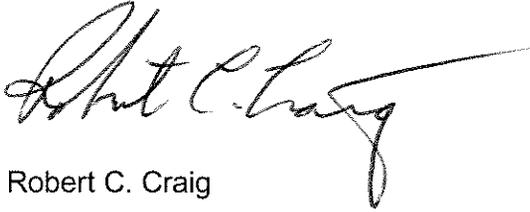
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INTEROFFICE MEMORANDUM

TO: CHRISTINE JOYCE, TOWN MANAGER'S OFFICE
FROM: ROBERT C. CRAIG, FIRE CHIEF
SUBJECT: TRANSFER OF FULL LIQUOR LICENSE AS A PACKAGE STORE - 100 POWDERMILL ROAD
DATE: 3/29/05
CC:

Christine:

I have reviewed the above application and have no comments or objections to this transfer.



Robert C. Craig

Fire Chief

Acton Police Department

InterDepartmental Memo

From: Frank J. Widmayer, Chief of Police

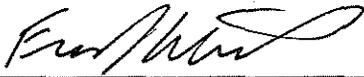
Date: April 11, 2005

To: Don Johnson, Town Manager

Subj: Transfer license, 100 Powdermill Road

I have reviewed the license transfer application from Wine-Cask Cellars, Inc. to West Acton Market, 586 Massachusetts Ave.

I have no objection to this license transfer.



Frank J. Widmayer
Chief of Police



TOWN OF ACTON
Health Department
472 Main Street
Acton, Massachusetts, 01720
Telephone (978) 264-9634
Fax (978) 264-9630

March 25, 2005

To: Christine Joyce, Town Manager's Office

From: Heather Marceau, CEHT, Health Agent

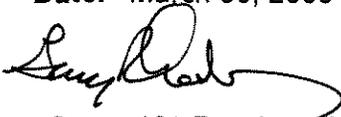
Re: Liquor License Request – Wine Cask Cellar, 100 Powdermill Road

The Health Department has reviewed the application submitted by Regina Rotolante for a full liquor license to be granted to Wine Cask Cellar, 100 Powdermill Road, Acton, MA. At this time, the Health Department has no concerns with this request.

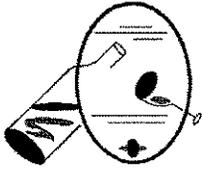
TOWN OF ACTON

Building Department

INTERDEPARTMENTAL COMMUNICATION

To: Don P. Johnson, Town Manager **Date:** March 30, 2005
From: Garry A. Rhodes, Building Commissioner 
Subject: Transfer of Full Liquor License as a Package Store. 100 Powdermill Road.

I do not have any comments.



Wine-Cask Cellars

100 Powder Mill Rd
Acton MA 01720

Policy to Prevent Underage Sales

This store has a license issued by the state which allows you, as our representative, to sell alcohol to customers who are legally permitted to buy these products. This store could, however, easily lose its license to sell if even one employee does not comply with the laws described in this handout. In addition, failure to uphold the laws which govern these sales could result in your being charged with a criminal misdemeanor by enforcement officers. You could also be suspended or terminated from your job in accordance with our company policy.

As retailers of alcohol, we have an obligation to responsibly uphold the laws of this state. After you have reviewed the material contained in this handout and discussed it with your Store Manager, you will be asked to acknowledge that you have read and understand its contents. Any questions that you have about this material should be directed to your Store Manager who will discuss them with you.

Verifying a Customer's Age

The legal age to purchase alcoholic beverages is twenty-one (21). Any customer attempting to purchase alcohol that appears to be under the age of 50 must show proof of age. Under no circumstances may you sell to someone who is underage.

Acceptable Forms of Identification

To have a defense to the charge of delivering or selling alcoholic beverages to an underage person, a licensee must reasonably rely on one of four types of identification:

- (1) Massachusetts driver's license,
- (2) Massachusetts Registry of Motor Vehicles liquor identification card,
- (3) Passport issued by the United States or a country recognized by the United States,
- (4) Valid military identification card (interpreted by the ABCC to be the green, active service card).

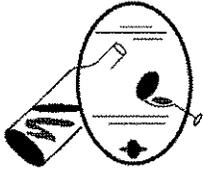
Identification must be checked on the day of service, even if the licensee has checked an individual's identification on previous occasions.

Hours for Sales

The Town of Acton determines the hours for sale of alcohol. These hours are listed on the license for the store. If the store is open more hours than are listed on the license, you **MAY NOT** sell alcohol during those extra hours.

No Drinking on Premises

State laws prohibit the consumption of alcoholic beverages on the premises where the license is only for the sale of the product.



Wine-Cask Cellars

100 Powder Mill Rd
Acton MA 01720

Second Party Sales

You are not allowed to sell knowingly to a legal age adult who in turn is going to give or resell to someone under the legal age.

Sales to Intoxicated Individuals

You must not make an alcoholic beverage sale to an obviously intoxicated individual.

If the Customer gets Upset

If the customer argues with you when you ask for an ID or deny a sale, explain that it is our company policy to ask for ID when anyone is purchasing alcohol. If the customer remains upset or becomes uncooperative, offer to let them talk to the Store Manager.

Remain calm and polite. However, do not let yourself be forced into making a sale if you are not completely satisfied that the customer meets the minimum age requirements.

Remember that your company, your store's liquor license and your job are at risk.

If a customer cannot or will not provide proper proof of age once you have asked for it, DO NOT MAKE THE SALE under any circumstances.

Remember

As a clerk you have nothing to gain and everything to lose, if you sell to a minor.

Each clerk may be fined in accordance with the laws of the Commonwealth of Massachusetts for each offense.

In the event there is one person in a group buying alcoholic beverages, and anyone else in the group looks underage – then card the ENTIRE group prior to making the sale.

Employee Acknowledgment

The undersigned employee hereby acknowledges that he/she has read this Policy in its entirety and agrees to abide by the procedures contained herein for selling alcohol. EMPLOYEES WHO KNOWINGLY VIOLATE ANY OF THE PROCEDURES CONTAINED IN THIS MANUAL SHALL BE SUBJECT TO IMMEDIATE TERMINATION OF EMPLOYMENT.

Employee Signature: _____

Print Name

Store Manager Signature _____

Date: _____

PETITION FOR LICENSE TRANSACTION

THE COMMONWEALTH OF MASSACHUSETTS

March 8 ~~19~~ 2005

- | | |
|--|---|
| <input checked="" type="checkbox"/> CHANGE OF LOCATION | <input type="checkbox"/> PLEDGE OF STOCK |
| <input checked="" type="checkbox"/> PLEDGE OF LICENSE | <input type="checkbox"/> CHANGE OF CORPORATE NAME |
| <input checked="" type="checkbox"/> CHANGE OF D/B/A | <input checked="" type="checkbox"/> CHANGE OF MANAGER |
| <input type="checkbox"/> CHANGE OF LICENSE TYPE | <input type="checkbox"/> CORDIALS AND LIQUEURS PERMIT |
| | <input checked="" type="checkbox"/> CORPORATION-TO-CORPORATION TRANSFER |

To the

Licensing Board for the

The undersigned respectfully petition for

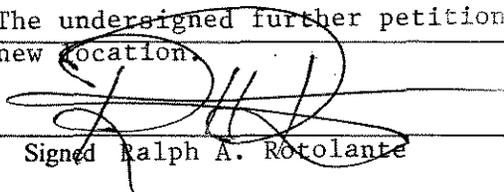
a transfer of an All-Alcoholic Beverages Package Store License currently exercised at 11 Spruce Street, Acton, MA 01749 as follows:

FROM: Drinks and Company, Inc.

TO: Wine-Cask Cellars, Inc., d/b/a "Acton Liquors"

to be exercised at 100 Powdermill Road, Acton, MA 01749.

The undersigned further petitions for a pledge of said license at its new location.


Signed Ralph A. Rotolante

President

Title

Form 997

APPLICATION FOR TRANSFER OF LIQUOR LICENSE

THE COMMONWEALTH OF MASSACHUSETTS

Town OF Acton

March 8, 2005

TO THE LICENSING BOARD

The undersigned licensee, Drinks and Company, Inc.
respectfully petitions for the transfer of the All-Alcoholic Beverages Package Store License
(Class of license)
all alcoholic beverages license now exercised by the said licensee on the premises located at 11 Spruce Street,
Acton, Massachusetts 01749
to Wine-Cask Cellars, Inc.
whose address is 100 Powdermill Road, Acton, MA 01749

(If present licensee is a corporation, fill in the following paragraph.)

The said licensee is a corporation duly organized under the laws of the Commonwealth of Massachusetts, and its officers, directors and stockholders, their residences, and shares owned by each are as follows:

(NAME)	(ADDRESS)	(SHARES)
From: (Place an * before the name of each director.)		
*Paul Ciotti <i>President</i>	82 Central St. Hudson, MA 01749	500
*Frank Poindexter <i>Treasurer</i>	170 Claremont Ave. New York, NY 10027	500
Paul Ciotti <i>Clerk</i>	82 Central St. Hudson, MA 01749	

(If proposed transferee is a corporation, fill in the following paragraph.)

The proposed transferee is a corporation duly organized under the laws of said Commonwealth and having a usual place of business in said Town of Acton, and its officers, directors and stockholders, their residences, and shares owned by each are as follows:

(NAME)	(ADDRESS)	(SHARES)
To: (Place an * before the name of each director.)		
*Ralph A. Rotolante <i>President</i>	4 Seneca Court, Acton, MA 01720	
*Ralph A. Rotolante <i>Treasurer</i>	4 Seneca Court, Acton, MA 01720	
Ralph A. Rotolante <i>Clerk</i>	4 Seneca Court, Acton, MA 01720	

The above named proposed transferee hereby joins in this petition for transfer of said license, and respectfully petitions the Board to grant such transfer.

Signature of Licensee Paul Joseph Ciotti
(If a corporation, by its authorized representative) Paul Ciotti, President

Signature of Proposed Transferee Ralph A. Rotolante
(If a corporation, by its authorized representative) Ralph A. Rotolante, President

The Commonwealth of Massachusetts
ALCOHOLIC BEVERAGES CONTROL COMMISSION

APPLICATION FOR ALCOHOLIC BEVERAGE LICENSE FOR RETAIL SALE

City/Town: Town of Acton

New License Transfer of Stock Other Pledge of License
 Transfer of License New Officer/Director (Specify)

Name to appear on the License:	<u>Wine-Cask Cellars, Inc.</u>
Business Name (d/b/a), if different:	<u>d/b/a "Acton Liquors"</u>
Manager of Record:	<u>Ralph Rotolante</u> FID of Licensee: <u>04-3349782</u>
Address of Premises; Street:	<u>100 Powdermill Road, Acton, MA</u> Zip Code: <u>01720</u>
Phone Number of Premises:	<u>(978) 263-4248</u>

2. Type of License: (check only one)

<input type="checkbox"/> Club	<input checked="" type="checkbox"/> Package Store	<input type="checkbox"/> Veterans Club
<input type="checkbox"/> General On Premise	<input type="checkbox"/> Restaurant	<input type="checkbox"/> Other _____
<input type="checkbox"/> Innholder	<input type="checkbox"/> Tavern	(Specify)

3. License Category:

<input checked="" type="checkbox"/> All Alcoholic	<input type="checkbox"/> Wine and Malt
<input type="checkbox"/> Malt only	<input type="checkbox"/> Wine only
<input type="checkbox"/> Wine and Malt with Cordials Permit	

4. License Class: Annual Seasonal

5. Person (attorney if applicable) who can be contacted concerning this application:

Name:	<u>Stephen V. Miller, Esq., or Karen D. Simao, Esq., McDermott, Quilty & Miller LLP</u>
Address:	<u>21 Custom House Street, Suite 300, Boston, Massachusetts 02110</u>
Phone Number:	<u>(617) 946-4600</u>

6. Give a full and complete description of the premises to be licensed, including location of all entrances and exits:
100 Powdermill Road, Stop and Shop Mall, 3000 square feet, rectangle 30 ft x 100 ft.
Walk-in beer cooler in rear. Check-out counter in front. Customer entrance front
and loading entrance rear.

6a.

Seating Capacity: <u>N/A</u>	Occupancy Number: <u>N/A</u>
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7. Applicant is an: Association Corporation Individual
 Partnership Non-profit Corporation

8. If Applicant is an Individual or Partnership: List for Individual or each Partner.

Full Name	Home Address	D.O.B.	SSN

8a. Is Individual or are all Partners United States Citizens? Yes No
If no, specify citizenship: _____

8b. Is Individual or are all Partners involved at least twenty-one years old? Yes No

9. If the Applicant is a Corporation, complete the following:

State of Incorporation: <u>Massachusetts</u>	Date of Incorporation: <u>2/10/1997</u>
Fiscal Year Ends: <u>December 31</u>	Date qualified to do business in MA: <u>2/10/1997</u>

9a. How many Shares of Stock are authorized? 20,000 How many Shares of Stock are issued? 100

Provide in the box below the names of all Officers, Directors, Stockholders and Manager.

Use * to indicate Director

Title	Full Name	Home Address	D.O.B.	SSN	Shares of Stock Owned or Controlled
* President	Ralph Rotolante	4 Seneca Court, Acton, MA 01720	8/16/1941	460-62-1144	100%
* Treasurer	Ralph Rotolante	4 Seneca Court, Acton, MA 01720	8/16/1941	460-62-1144	
* Secretary	Ralph Rotolante	4 Seneca Court, Acton, MA 01720	8/16/1941	460-62-1144	
Manager	Ralph Rotolante	4 Seneca Court, Acton, MA 01720	8/16/1941	460-62-1144	

9b. Attach a copy of the vote by the Board of Directors appointing a manager or principal representative.

9c. If the Applicant is a Corporation, answer the following questions:

- Are the Majority of Directors United States Citizens? Yes No
- Are the Majority of Directors Citizens of Massachusetts? Yes No
- Is the Manager or Principal Representative a U.S. Citizen? Yes No

10. If the Applicant is an Association, provide in the box below the names of all Association Officers and Members.

Title	Full Name	Home Address	D.O.B.	SSN	Phone Number

11. Will there be any construction, remodeling, redecorating or building on the premises for this license? Yes No

(If yes, complete a, b, c, and d)

- Give an exact description of the construction, remodeling, redecorating or building on the premises: Rearrangement of wine racks, addition of shelving for liquor.
- What are the estimated costs? \$2,000
- What is the construction schedule? Two days
- State all sources of construction financing: Construction financed by Wine-Cask Cellars, Inc.

12. Do you own the premises? Yes No. If yes, please respond to the question below.

- As an individual Jointly _____ Name of Realty Trust
 _____ Name of Corporation
- Other _____ (specify)

(If you do not own the premises to be licensed, provide the following information about the Owner.)

Name: <u>Atlantic Management</u>	Phone Number: <u>(508) 626-0025</u>
Address: <u>205 Newbury Street, Framingham, MA 01701</u>	

12a. If a lease or rental, provide the following information: \$ 5,000.00 * per month per month in ten yers. (month, year, etc.)

Beginning Date of Lease Sept. 1, 2000 Ending Date of Lease Sept. 1, 2020
 (provide a copy of the lease.)

FINANCIAL

13. What Assets were purchased and cost?

Equipment: \$	Furniture: \$	Goodwill: \$
Inventory: \$	License: \$	Premise: \$

13a.

Total Purchase Price: \$ 235,000.00*

*Purchase Price for license and limited furniture, fixtures and equipment

Identify in the box below all sources of financing:

13b.

Mortgage: \$	Seller: \$
Cash: \$ 60,000.00	Other (specify): \$ 175,000.00*

Document all sources e.g., (Loan papers, checking accounts, stock sales, etc.)

*Note financed by Robert L. Malnati and Ruth A. Malnati

13c.

All other terms and conditions:
(provide purchase and sale documents)

13d. Are you seeking approval for License to be pledged? Yes No

If yes, to whom? Robert L. Malnati and Ruth A. Malnati

13e. Will the Inventory be pledged? Yes No

If yes, specify to whom _____

13f. If a Corporation, are you seeking approval for any Corporate Stock to be pledged? Yes No

If yes, identify to whom and identify the number of shares to be pledged. _____

OWNERSHIP INTERESTS

14. State the following information for all persons or entities who will have any direct or indirect beneficial or financial interest in this license:

Full Name	Home Address	D.O.B.	SSN	Phone Number
Ralph Rotolante	4 Seneca Court, Acton, MA 01720	8/16/1941	460-62-1144	978-897-0891

14a. Describe all types of beneficial or financial interest each person or entity identified in Question 14 will have in this license:

Person or Entity	Beneficial or Financial Interest
Ralph Rotolante	President, Treasurer, Secretary & Sole Shareholder

14b. Does any person or entity listed in Question 14 have any direct or indirect beneficial or financial interest in any other license granted under Chapter 138?

Yes No (If yes, provide the following for each person or entity.)

Name	Type of License	License Name and Address	Description of Interest

14c. Has any person or entity named in Question 14 ever held a license or a beneficial interest in a license issued under Chapter 138 which is not presently held? Yes No (If yes, provide the following for each person or entity.)

Name	Type of License	License Name and Address	Date ownership surrendered

14d. Describe how all licenses identified in Question 14c were terminated (e.g. transfer of ownership, non-renewal, surrender, etc.):

Date	License	Reason why the License was Terminated

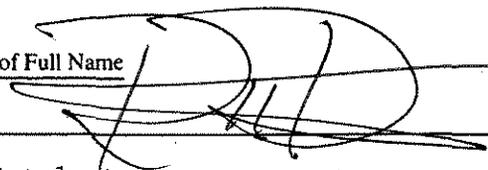
14e. Has any person or entity named in Question 14 ever had a license suspended, revoked, or cancelled? Yes No (If yes, provide the following information):

Date	License	Reason why the License was suspended, revoked, or cancelled

14f. Has any person or entity named in Question 14 ever been convicted of violating any state, federal or military law? Yes No (If yes, attach a statement of details.)

15. a. Each Individual Applicant must sign.
 b. Applications by a Partnership must be signed by a majority of the partners.
 c. Applications by a Corporation must be signed by an officer authorized by a vote of the corporations Board of Directors.
 d. Applications by an Association must be signed by a majority of the members of the governing body. All signers must have answered question 10.
 e. False information or failure to disclose are reasons to revoke a license or deny a license application.

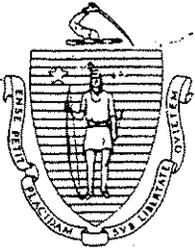
Signed and subscribed to under the penalty of perjury, this 8th day of March, ~~19~~ 2005

By: Signature of Full Name 

 Ralph Rotolante

Title

 President



The Commonwealth of Massachusetts
 The Alcoholic Beverages Control Commission
 239 Causeway Street, Suite 200
 Boston, MA 02114

Telephone: 617-727-3040
 FAX: 617-727-1258

FORM A
LICENSEE PERSONAL INFORMATION SHEET

THIS FORM MUST BE COMPLETED FOR EACH:

- A. NEW LICENSE APPLICANT
- B. APPOINTMENT OR CHANGE OF MANAGER
IN A CORPORATION
- C. TRANSFER OF LICENSE (RETAIL ONLY-SEC. 12 & SEC. 15)

(Please check which transaction is the subject of an application accompanying this Form A.)

PLEASE TYPE OR PRINT ALL INFORMATION

ALL QUESTIONS MUST BE ANSWERED AND TELEPHONE NUMBERS PROVIDED OR
 APPLICATION WILL NOT BE ACCEPTED.

1. LICENSEE NAME Wine-Cask Cellars, Inc.
(NAME AS IT WILL APPEAR ON THE LICENSE)
2. NAME OF (PROPOSED) MANAGER Ralph A. Rotolante
3. SOCIAL SECURITY NUMBER 460-62-1144
4. HOME (STREET) ADDRESS 4 Seneca Court, Acton, MA 01720
5. AREA CODE AND TELEPHONE NUMBER (S): (Give both, your home telephone and a number at which you can be reached during the day).
 DAY TIME # 978-263-4248 HOME# 978-821-4780
6. PLACE OF BIRTH: Denver, Colorado 7. DATE OF BIRTH: 8/16/1941
8. REGISTERED VOTER: YES NO 8A. WHERE?: Acton, MA
9. ARE YOU A U. S. CITIZEN: YES NO
10. COURT AND DATE OF NATURALIZATION (IF APPLICABLE): _____
(Submit proof of citizenship and/or naturalization such as Voter's Certificate, Birth Certificate or Naturalization Papers)

(Over)

11. FATHER'S NAME: Ralph Rotolante 12. MOTHER'S MAIDEN NAME: Regina Billings

13. IDENTIFY YOUR CRIMINAL RECORD, (Massachusetts, Military, any other State or Federal): ANY OTHER ARREST OR APPEARANCE IN CRIMINAL COURT CHARGED WITH A CRIMINAL OFFENSE REGARDLESS OF FINAL DISPOSITION:
 YES X NO (MUST CHECK EITHER YES OR NO)

IF YES, PLEASE DESCRIBE OFFENSE (S) SPECIFIC CHARGE AND DISPOSITION (FINE, PENALTY, ETC.)

 NONE

14. PRIOR EXPERIENCE IN THE LIQUOR INDUSTRY: X YES NO
IF YES, PLEASE DESCRIBE:

Eight years experience in the operation and management in the liquor industry.

15. FINANCIAL INTEREST, DIRECT OR INDIRECT, IN THIS OR ANY OTHER LIQUOR LICENSE, PERMIT OR CERTIFICATE: X YES NO

IF YES, PLEASE DESCRIBE: Holds beer and wine license at Wine-Cask Cellars, Inc., which will be sold and replaced with this full license. Also holds importer license MA-I-459, Wine-Cask Imports, Inc.

16. EMPLOYMENT FOR THE LAST TEN YEARS (Dates, Position, Employer, Address and if known, Telephone Numbers):

 President, Wine-Cask Cellars, Inc., 4 Seneca Ct., Acton, MA 01720

 President, Wine-Cask Imports, Inc., 100 Powdermill Rd., Acton, MA 01720

 President, Veion Enterprises, Inc., 4 Seneca Ct., Acton, MA 01720

17. HOURS PER WEEK TO BE SPENT ON THE LICENSED PREMISES: 40+

18. I HEREBY SWEAR THAT UNDER THE PAINS AND PENALTIES OF PERJURY THAT THE INFORMATION I HAVE GIVEN IN THIS APPLICATION IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

BY:

PROPOSED MANAGER SIGNATURE
Ralph A. Rotolante

 3/16/05
DATE

WINE-CASK CELLARS, INC.

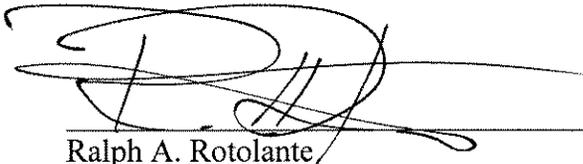
March 8, 2005

At a meeting of the Board of Directors of Wine-Cask Cellars, Inc., held on March 8, 2005, it was duly voted that the Corporation apply to the Licensing Board for the Town of Acton for an All Alcoholic Beverages Retail Package Store License for the year 2005, to be exercised on the premises located at 100 Powdermill Road, Acton, Massachusetts 01749.

"VOTED: To authorize Ralph A. Rotolante to sign the application for the license in the name of Wine-Cask Cellars, Inc., and to execute on its behalf any necessary papers, and to do all things required relative to the granting of the license."

"VOTED: To appoint Ralph A. Rotolante of Acton, Massachusetts as its manager, with as full authority and control of the premises described in the license of the Corporation and of the conduct of all business therein relative to alcoholic beverages as the licensee itself could in any way have and exercise if it were a natural person resident in the Commonwealth of Massachusetts and that a copy of this vote duly certified by the Clerk of the Corporation and delivered to said manager or principal representative shall constitute the written authority required by Sec. 26, Chap. 138, G. L."

A TRUE COPY ATTEST



Ralph A. Rotolante
Clerk

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

Name Approved

ARTICLE I

The exact name of the corporation is:

WINE-CASK CELLARS, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To own or operate one or more package stores for the sale of malt and vinous liquor, together with convenience items, including but not limited to soft drinks, food items and other miscellaneous grocery items. To acquire, hold and manage real property or leasehold interests to house such liquor and convenience store and for storage space occupied in the same connection, to acquire such sales or distributors licenses, and to enter into agreements with distributors for the sale of all types of malt and vinous liquors, and for all other items to be sold; and to do all other acts necessary or reasonably appropriate to a liquor and convenience items sales business.

To buy, sell, deal in, and to engage in, conduct, and carry on the business of buying, selling and dealing in goods, wares, and merchandise of every class and description;

To do and cause to be done or performed any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers hereinbefore set forth, either alone or in connection with other corporations, firms and individuals;

To do everything necessary, suitable, proper or desirable for the accomplishment of any of the objects or furtherance of any of the powers herein set forth either alone or in conjunction with other corporations, firms and individuals; to do every other act or thing incidental or pertaining to, growing out of, or connected with the aforesaid business or powers;

The foregoing clauses shall be construed as both purposes and powers and the matters expressed in each clause shall be construed as in furtherance and not in limitation of the general powers of the corporation; and

To conduct and carry on any other type of business authorized for corporations formed pursuant to General Laws, Chapter 156B.

1001001

C
P
M
R.A.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	20, 000	Common:	None	
Preferred:	None	Preferred:	None	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

n/a

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

See sheet 5A attached hereto.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

n/a

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of director, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be a liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

50 Powder Mill Road, Acton, Massachusetts

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Ralph A. Rotolante	4 Seneca Court, Acton, MA	01720
Treasurer:	Ralph A. Rotolante	4 Seneca Court, Acton, MA	01720
Clerk:	Ralph A. Rotolante	4 Seneca Court, Acton, MA	01720
Directors:	Ralph A. Rotolante	4 Seneca Court, Acton, MA	01720

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:

December

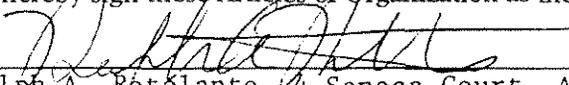
d. The name and business address of the resident agent, if any, of the corporation is:

n/a

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 10th day of February, 19 97.


Ralph A. Rotolante, 4 Seneca Court, Acton, MA 01720

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

383388

THE COMMONWEALTH OF MASSACHUSETTS

COMMONWEALTH
FEB 10 11 30 AM '97

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 300.00 having been paid, said articles are deemed to have been filed with me this 16th day of FEBRUARY 19 97.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

D'Agostine, Levine & Gordon, P.C.

268 Main Street

Acton, MA 01720

Telephone: (508) 263-7777