

F00000005640

TRANSMITTAL LETTER

To: Registration Section  
Division of Corporations

SUBJECT: TEDESCHI VINEYARDS, LTD.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

HOLLY HAINES  
(Name of Person)  
TEDESCHI VINEYARDS, LTD.  
(Firm/Company)  
P.O. BOX 953  
(Address)  
ULUPALAKUA, HI. 96790  
(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 10 AM 9:44

FILED

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Should you need to call someone concerning this matter, please call:

HOLLY HAINES OR PAULA HEGELE at ( 808 ) 878-1266  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

F00-5640  
QR

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 18, 2000

HOLLY HAINES  
P.O. BOX 953  
ULUPALAKUA, HI 96790

SUBJECT: TEDESCHI VINEYARDS, LTD. CORPORATION  
Ref. Number: W00000005069

We have received your document for TEDESCHI VINEYARDS, LTD. CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 300A00049040

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 10 AM 9:44

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 24, 2000

HOLLY HAINES  
P.O. BOX 953  
ULUPALAKUA, HI 96790

SUBJECT: TEDESCHI VINEYARDS, LTD.  
Ref. Number: W00000005069

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 10 AM 9:44

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We have received your document for TEDESCHI VINEYARDS, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 600A00009986



P.O. Box 953  
Ulupalakua, Maui HI 96790  
Phone: (808) 878-1266  
FAX: (808) 876-0127  
www.maui.net/~winery

April 18, 2000

**Tammi Cline**  
**Florida Department of State**  
**Divisions of Corporations**  
**PO Box 6327**  
**Tallahassee, FL. 32314**

FILED  
00 OCT 10 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Cline,


I am writing to inform you of our appointed registered agent. I am expecting our registered agent to forward his form, with required signature.

Our appointed registered agent is:

Bruce Heiman  
1747 Independence Blvd.  
Sarasota, FL. 34234

Please accept this as completion for our application to transact business in Florida State. Mr. Heiman can be contacted at (941) 359-1048 for verification.

Sincerely,

  
Holly Haines  
Winery Administrative Assistant



P.O. Box 953  
Ulupalakua, Maui HI 96790  
Phone: (808) 878-1266  
FAX: (808) 876-0127  
www.maui.net/~winery

October 5, 2000

**Attn: Tammi Cline**  
**Florida Dept. of State**  
**Division of Corporations**  
**PO Box 6327**  
**Tallahassee, FL. 32314**

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00 OCT 10 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Cline,

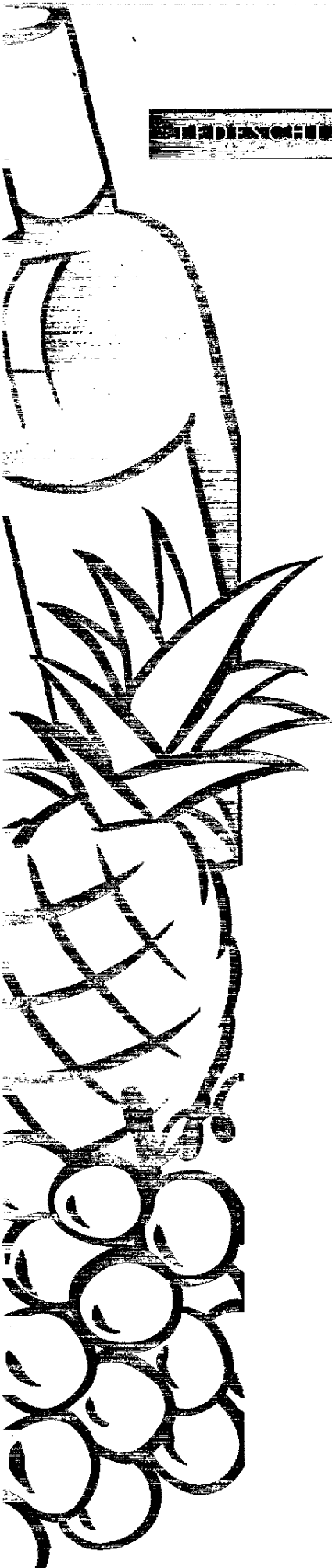
Thank you for all of your patience with our filing. I assume that you have finally received our Florida State agent's signature for completion of registration.

The initial mailing in which all of the registration papers were sent was Feb. 14<sup>th</sup>, 2000. Included in this packet was the original certificate of good standing. Please accept the enclosed copy as a replacement for the original.

Please let me know if you need anything else.

Best regards,

*Holly*  
Holly



**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TEDESCHI VINEYARDS, CORPORATION  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. HAWAII 3. 99-0157938  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUG. 1974 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. HIGHWAY 37, ULUPALAKUA HI. 96790  
(Principal office address)

b. P.O. BOX 953, ULUPALAKUA HI. 96790  
(Current mailing address)

8. PRODUCT SALES  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)


Name: BRUCE HEIMAN

Office Address: 1747 INDEPENDENCE BLVD.

SARASOTA, Florida 34234  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 OCT 10 AM 9:44  
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: C. PARDEE EROMAN (NO VICE CHAIRMAN)

Address: P.O. BOX 911  
ULUPALAKUA, HI. 96790

~~Vice Chairman:~~ <sup>DIRECTOR</sup> HENRY RICE

Address: RR 2, BOX 258  
KULA, HI. 96790

Director: JERRY CLAIR

Address: 2560 KEKAA DRIVE K101  
LAHAINA, HI. 96761

Director: NICK MATICHYN

Address: RR 2, BOX 79  
KULA, HI. 96790

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00 OCT 10 AM 9 44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: PAULA HEGELE

Address: P.O. BOX 953  
ULUPALAKUA, HI. 96790

Vice President: EMIL TEDESCHI & JAMES MCLEAN

Address: 3650 SPRING MOUNTAIN RD. RR 1, BOX 522  
ST. HELENA, CA. 94574 KULA, HI. 96790

Secretary: JERRY CLAIR ASST: HENRY RICE

Address: 2560 KEKAA DRIVE K101 P.O. BOX 258  
LAHAINA, HI 96761 KULA, HI. 96790

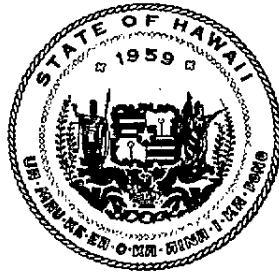
Treasurer: JERRY CLAIR

Address: 2560 KEKAA DRIVE K101  
LAHAINA, HI. 96761

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PAULA HEGELE, PRESIDENT  
(Typed or printed name and capacity of person signing application)



## Department of Commerce and Consumer Affairs

### CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department

TEDESCHI VINEYARDS, LTD.

was incorporated under the laws of Hawaii on 09/06/1974 ; that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 12/20/1999

Director of Commerce and Consumer Affairs

By Amy Shaw  
fiv Commissioner of Securities

