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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

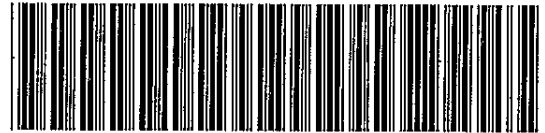
(Business Entity Name)

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TALLAHASSEE, FLORIDA

CL. 1-3.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Adastra Wines Incorporated
(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:

Edwin Richards
(Name of Person)

Adastra Wines Incorporated
(Firm/Company)

2545 Las Amigas Road
(Address)

Napa CA 94559-9715
(City/State and Zip code)

For further information concerning this matter, please call:

Edwin Richards at (707) 255-4818
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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

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. Adastra Wines Incorporated
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 943396600
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03.26.01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2565 LAS AMIGAS ROAD, NAPA, CA 94559-9715
(Principal office address)

SAME
(Current mailing address)

8. Sell wine
(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 NOT acceptable)

Name: Jack Flattery
Office Address: aka USA, Wines South, 1350 Sheeler Road
Apopka, Florida 32703
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

[Signature]
(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.

12. Name and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Edwin Richards

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Vice Chairman: Catherine Thorpe

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Director: Edwin Richards

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Director: Catherine Thorpe

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

B. OFFICERS

President: Edwin Richards

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Vice President: Catherine Thorpe

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Secretary: Edwin Richards

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

Treasurer: (CFO) Edwin Richards

Address: 2545 Las Amigas Road, Napa, CA 94559-9715

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

13. Edwin Richards
(Signature of Director or Officer listed in number 12 of the application)

14. Edwin Richards (Chairman, Director, President, Secretary)
(Typed or printed name and capacity of person signing application)

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ALLAHBASSEE, FLORIDA

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **26th day of March 2001, ADASTRA WINES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 12, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State