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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000001441890
-03/28/95--01119--001
*****70.00 *****70.00

SUBJECT: Alban Vineyards Inc.
(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:

John S. Alban
(Name of Person)
Alban Vineyards Inc.
(Firm/Company)
8575 Orcutt Rd.
(Address)
Arroyo Grande, CA 93420
(City, State and Zip Code)

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

Joe A. Hurliman at (805) 546-0305
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 29 AM 8:33
12/2/94

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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

1. Alban Vineyards, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of
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. California
(State or country under the law of which it is incorporated)
3. 33-0385901
(FEI number, if applicable)
4. October 23, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 8575 Oratt Rd
Arroyo Grande, CA 93420
(Current mailing address)
8. DISTRIBUTION OF CALIFORNIA WINES PRODUCED BY ALBAN WINERY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
- Name: WINE CLEARING INC.
2210 N.W. 29th STREET
FORT LAUDERDALE,
FLORIDA 33311 U.S.A.
PHONE: 305-733 2648
FAX #: 305-733 8063, Florida, 33311
(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: John S. Alban
Address: 8575 Orcutt Rd
Arroyo Grande, CA 93420

Vice Chairman: _____
Address: _____

Director: Seymour L. Alban
Address: 1420 Bryant 'E' Dr.
Long Beach, CA 90815

Director: _____
Address: _____

B. OFFICERS

President: Seymour L. Alban
Address: 1420 Bryant Dr. 'E'
Long Beach, CA 90815

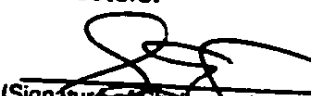
Vice President: Reva M. Alban
Address: 1420 Bryant Dr. 'E'
Long Beach, CA 90815

Secretary: John S. Alban
Address: 8575 Orcutt Rd
Arroyo Grande, CA 93420

Treasurer: _____
Address: _____

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

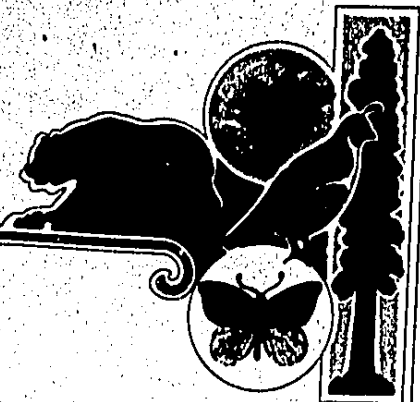
13.


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

14.

John S. Alban CEO.

(Typed or printed name and capacity of person signing application)



State of California

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **TONY MILLER**, Acting Secretary of State of the State of California, hereby certify:

That on the 23rd day of October, 1988

ALBAN VINEYARDS, INC.

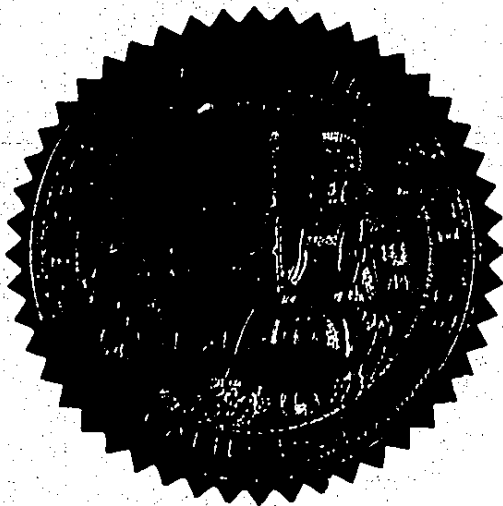
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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
16th day of November, 1994

Tony Miller

Acting Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 29 AM 8:35