

F98000002217

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PINOTAGE Inc.
(Name of corporation - must include suffix)

600002310846--1
-10/03/97--01010--003
*****70.00 *****70.00

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.

W97-22655

Please return all correspondence concerning this matter to the following:

Antoinette R. Synerieu
(Name of Person)

PINOTAGE Inc.
(Firm/Company)

6262 FERNBROOK LANE
(Address)

MAPLE GROVE MO 55311
(City/State/Zip)

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

Antoinette Synerieu at (612) 550-3975
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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mtm
4/20

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1997

ANTOINETTE R. SYNESIOU
%PINOTAGE INC
6262 FERNBROOK LANE
MAPLE GROVE, MN 55311

SUBJECT: PINOTAGE, INC.
Ref. Number: W97000022655

We have received your document for PINOTAGE, INC. 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 registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

The document must have original signatures.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 397A00048690

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 12, 1997

ANTOINETTE R. SYNESIOU
%PINOTAGE INC
6262 FERNBROOK LANE
MAPLE GROVE, MN 55311

SUBJECT: PINOTAGE, INC.
Ref. Number: W97000022655

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Michael Mays
Document Specialist

Letter Number: 897A00054261

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**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. PINOTAGE Incorporated
(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. Minnesota 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-22-1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. IN OCTOBER 97.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6262 FERNBROOK LANE
MAPLE GROVE MN 55311
(Current mailing address)

8. Exporting Wine to Distributor in Florida
(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: Sutton Group Importers Inc. - 26-07072

Office Address: 5105 - 502 Phillips Highway
Jacksonville, Florida, 32207
(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.

Jason W. Sutton
(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 (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John Andrew Sydesia

Address: 6262 FERNBROOK LANE

MAPLE GROVE MN 55311

Vice President: Antoinette R. Sydesia

Address: 6262 FERNBROOK LANE

MAPLE GROVE MN 55311

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Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Antoinette R. Sydesia
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

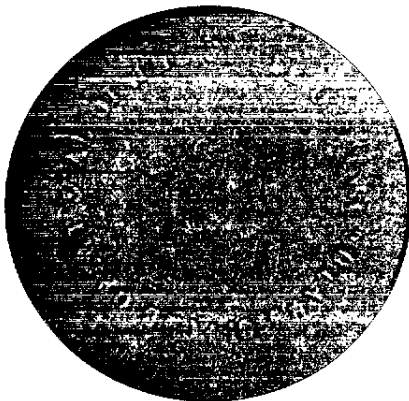
Name: Pinotage, Inc.

Date Formed: 04/22/1994

Chapter Governed By: 302A

This certificate has been issued on 08/28/97.

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Joan Anderson Growe
Secretary of State.