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August 14, 2003

*ALSO ADMITTED IN S.C.

HENRY JAMES, JR.
OF COUNSEL

State of Florida
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Vini Italia, LLC
Application by Foreign LLC for Authority to Transact Business

Dear Sir or Madam:

Enclosed for filing are the originals and one copy each of Vini Italia, LLC's Application by Foreign LLC for Authority to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, and Certificate of Existence. Our firm's check is also enclosed in the amount of \$125 for the filing fee.

Please do not hesitate to call if you have any questions.

Sincerely,



J. Mitchell Aberman

JMA/ikb
Enclosures
cc: David Grosso

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Vini Italia, LLC
(Name of foreign limited liability company)

2. North Carolina 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 11, 2002 5. March 1, 2098
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. _____
12589 Bluestem Lane, Charlotte, NC 28277
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

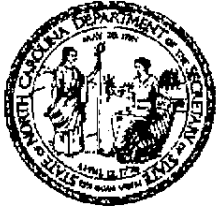
David Grosso, 12589 Bluestem Lane, Charlotte, NC 28277

Roberto Mangione, 12589 Bluestem Lane, Charlotte, NC 28277

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: wine importer

David Grosso
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
David Grosso, Member
Typed or printed name of signee



State of North Carolina

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

VINI ITALIA, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 11th day of March, 2002, with its period of duration being 03/01/2098.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of August, 2003.

Elaine F. Marshall

Secretary of State

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Vini Italia, LLC

2. The name and the Florida street address of the registered agent and office are:

Capitol Corporate Services, Inc.

(Name)

1333 North Duval Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32303

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Ollanir Case, asst. sec.

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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