

MD5000004817

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

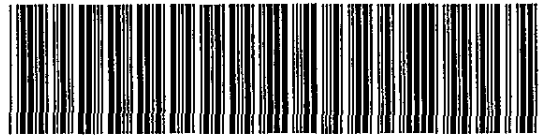
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/17/05--01103--011 **125.00

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DIVISION OF CORPORATIONS
05 AUG 30 PM 2:50



COMPLIANCE CONNECTION

Winery Compliance and Services

August 11, 2005

~~FLORIDA DEPARTMENT OF STATE~~
Qualification and Registration Section
P.O. Box 6327
Tallahassee, FL 32399

Re: Business Registration

To Whom It May Concern:

On behalf of our client, Mendocino Cellars LLC, dba McDowell Valley Vineyards, enclosed please find the following items necessary to register the limited liability company in the state of Florida. Our client intends to file applications with the Department of Business & Professional Regulation/Division of Alcoholic beverages & Tobacco for the purposes of shipping wine to Florida distributors

- Application By Foreign limited liability company For Authorization To Transact Business in Florida
- Check in the amount of \$125.00
- Certificate of status from the California Secretary of State

Please contact me at (707) 284-2828, extension 301 if you have any questions or require anything further at this time.

Sincerely,

Ila Halstead
Compliance Specialist

IH

Enclosures

707.284.2828
fax: 707.284.2829

Post Office Box 7838
Santa Rosa, CA 95407



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 18, 2005

COMPLIANCE CONNECTION
POST OFFICE BOX 7838
SANTA ROSA, CA 95407

SUBJECT: MENDOCINO CELLARS LLC
Ref. Number: W05000039161

We have received your document for MENDOCINO CELLARS LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You did not list the name of the Managing Member.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 505A00052727

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

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

1. Mendocino Cellars LLC
(Name of foreign limited liability company)

2. California 3. 94-3295079
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3/5/98 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 2350 McNab Ranch Road, Ukiah, CA 95482
2350 McNab Ranch Road, Ukiah, CA 95482
(Street address of principal office)

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

9. The usual business addresses of the managing members or managers are as follows:
2350 McNab Ranch Road, Ukiah, CA 95482

William Crawford, Managing Member

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: To sell our wine to Florida Wholesalers.

Ila Halstead
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.)
Ila Halstead, Compliance Specialist
Typed or printed name of signee

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DIVISION OF CORPORATIONS
05 AUG 30 PM 2:50

**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:

Mendocino Cellars LLC

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

Pat Barrett

(Name)

1212 N. 39th Street

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

Tampa

FL 33605

City/State/Zip

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DIVISION OF CORPORATIONS
05 AUG 30 PM 2:50

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.

Patricia (Pat) Barrett

(Signature)

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

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

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

That on the **5th day of March, 1998**, **MENDOCINO CELLARS LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its 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 of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 8, 2005.



A handwritten signature in cursive script, appearing to read 'Bruce McPherson'.

BRUCE McPHERSON
Secretary of State