

M98000000918

3-29



MARTIN & WEYRICH

March 22, 1999

Ms. Michelle Hodges
Florida Department of State
Division of Corporations
Registration Section
Alcoholic Beverages and Tobacco
P.O. Box 6327
Tallahassee, FL 32399-1021

100002825171--7
-03/31/99--01052--002
*****52.50 *****52.50

Re: Martin Brothers Winery, LLC
Document # M98000000918

Dear Ms. Hodges:

As previously instructed by your department, I am writing to notify the State of Florida, Division of Corporations/Registration of an amendment to our LLC name and trade names.

New Name: Martin Weyrich Winery, LLC

- d.b.a. Martin Brothers Winery (Labels for all wine bottled before 3/99)
- d.b.a. Martin Brothers
- d.b.a. Martin & Weyrich Winery (Company name and back of label)
- d.b.a. Martin & Weyrich (Logo & Labels for all wine bottled after 3/99)

There are no changes in the ownership of the company; David B. Weyrich and Mary Weyrich remain as the managing members and our FEIN number remains the same.

We will be changing our logo and labels with the BATF as new releases become available and we will submit these to your department upon approval with the BATF.

M98000000918

Name Availability
Document Examiner
Updater
Updater Verifier
Acknowledgment

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 11:26

Ms. Michelle Hodges
State of Florida
March 22, 1999
Page 2

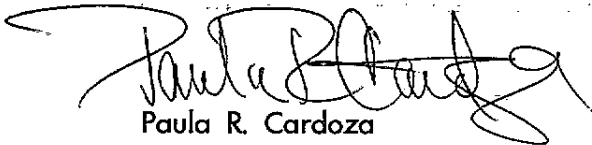
We are requesting approval of all labels registered under Master #918 to be transferred to Martin Weyrich Winery, LLC.

Enclosed are the following:

- Application to File Amendment to Application for Authorization to Transact Business in Florida and Check #2951 in the amount of \$52.50
- Limited Liability Company Annual Report 1999 and Check #2964 in the amount of \$188.75
- Copy of the Certification of Amendment filed with the Secretary of State of California
- Certificate of Status from the Secretary of State of California
- Copies of our amended Basic Permits with BATF.

Thank you for your assistance. Please call me if any further documentation is required by your department for the issuance of a new permit in the name of Martin Weyrich Winery, LLC.

Sincerely,
Martin Weyrich Winery, LLC
Martin Brothers Winery



Paula R. Cardoza
Administration/Compliance Dept.

Enclosures

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MARTIN BROTHERS WINERY, LLC
2. Jurisdiction of its organization: CALIFORNIA
3. Date authorized to do business in Florida: 8/20/1998

SECTION II (4-7 complete only the applicable changes)

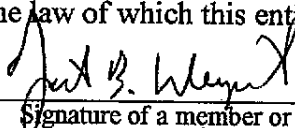
4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/31/1998
5. New name of the limited liability company: MARTIN WEYRICH WINERY, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

David B. Weyrich, Managing Member

Typed or printed name of signee

Filing Fee: \$52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 11:26



State of California
Bill Jones
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

A \$30.00 filing fee must accompany this form
IMPORTANT - Read instructions before completing this form

FILED
in the office of the Secretary of State
of the State of California

DEC 31 1998

Bill Jones
BILL JONES, Secretary of State

This Space For Filing Use Only

1. Limited Liability Company Name:
Martin Brothers Winery, LLC

2. Secretary of State File number:
101998169061

3. Enter only the information in the Articles of Organization (LLC-1) amended by filing this Certificate of Amendment (LLC-2). Provide the text of the amendment adopted using the space provided and/or attaching one or more separate pages.

A. Amendment to text of the Articles of Organizations:

B. Limited Liability Company Name: Martin Weyrich Winery, LLC

C. Latest date on which the limited liability company is to dissolve: (Month/Day/Year) _____

D. The Limited Liability Company will be managed by (Check One):

One Manager More Than One Manager Limited Liability Company Members

E. Any change in the events that will cause dissolution of the Limited Liability Company.

4. Number of pages attached, if any:

5. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

David B. Weyrich
Signature of authorized person

David B. Weyrich, Manager
Type or print name and title of authorized person

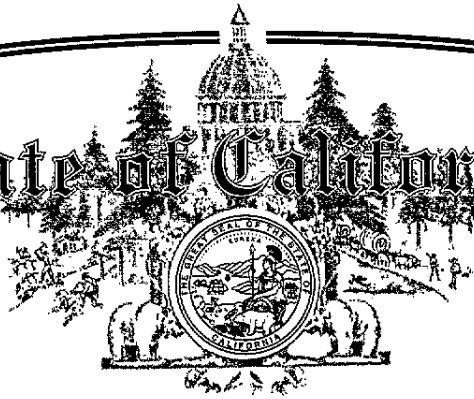
Date: 12/21/98

6. RETURN TO:

NAME J. Todd Mirolla
FIRM Andre, Morris & Buttery
ADDRESS 1304 Pacific Street
CITY/STATE San Luis Obispo, CA 93401
ZIP CODE



State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 18th day of June, 1998, MARTIN WEYRICH WINERY, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; 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
16th day of February, 1999.



Bill Jones

BILL JONES
Secretary of State