

BEER & WINE SERVICES, INC.

P34204

211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435

June 10, 1998

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002589652--1
-07/15/98--01055--008
*****35.00 *****35.00

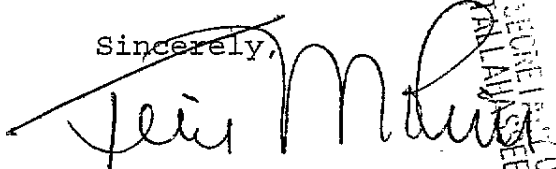
RE: Application by Foreign Corporation to file Amendment to
Application for Conducting Affairs in Florida for
Mildara Blass Wines, Inc.

Dear Sir or Madam:

Enclosed herewith for your review and approval for the above mentioned client is the Application by Foreign Corporation to file Amendment to Application for Conducting Affairs in Florida. Also enclosed is a company check in the amount of \$35.00 to cover said fees.

Should there be any questions, or if I can be of any further assistance, please feel free to contact me directly at (800) 788-0212.

Sincerely,


Teri L. Molini
Out-of-State Licensing

tlm
Enc.

W98-16346

N/C

VS OCT 7 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1998

TERI L. MOLINI
BEER & WINE SERVICES, INC.
21 WAPOO, SUITE 202
CALISTOGA, CA 94515

SUBJECT: AUSTRALIAN BENCHMARK WINES INC.
Ref. Number: P34204

We have received your document for AUSTRALIAN BENCHMARK WINES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 998A00038302

*Rec'd 7/27
W.B. Corp.*

BEER & WINE SERVICES, INC.

**211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435**

July 23, 1998

Florida Department of State
Amendment Section
Division of Corporations
Attn.: Ms. Velma Shepard
P.O. Box 6327
Tallahassee, FL 32314

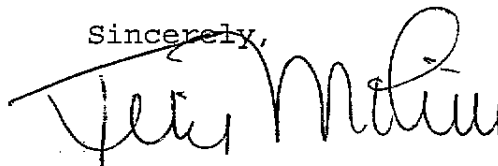
RE: Application by Foreign Corporation to file Amendment to
Application for Conducting Affairs in Florida for
Mildara Blass Wines, Inc.

Dear Ms. Shepard:

Enclosed herewith for your review and approval for the above mentioned client is the Application by Foreign Corporation to file Amendment to Application for Conducting Affairs in Florida. Also enclosed is a company check in the amount of \$35.00 to cover said fees.

Should there be any questions, or if I can be of any further assistance, please feel free to contact me directly at (800) 788-0212.

Sincerely,



Teri L. Molini
Out-of-State Licensing

tlm
Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

TERI L. MOLINI
BEER & WINE SERVICES, INC.
211 WAPOO, SUITE 202
CALISTOGA, CA 94515

SUBJECT: AUSTRALIAN BENCHMARK WINES INC.
Ref. Number: P34204

We have received your document for AUSTRALIAN BENCHMARK WINES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 998A00039793

BEER & WINE SERVICES, INC.

September 16, 1998

**211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435**

Florida Department of State
Amendment Section
Division of Corporations
Attn: Ms. Velma Shepard, Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Application by Foreign Corporation to file Amendment to
Application for Conducting Affairs in Florida for
Mildara Blass Wines, Inc.

Dear Ms. Shepard:

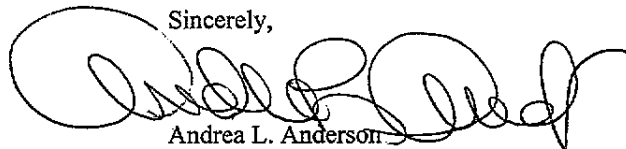
I am in receipt of your July 29th letter returning, once again, the documents we're so desperately trying to file reflecting the new corporate name for the above referenced.

As you have requested, enclosed herewith is an original Certificate of Status Domestic Corporation for Mildara Blass Wines, Inc. issued by the California Secretary of State. I am also mailing back to you all the filing documents including the check.

I do trust that with receipt of that document and all the other documents being returned, you can now complete the filing and the correct name will be reflected.

Should you have any questions, whatsoever, please don't hesitate to call me at (800) 788-0212.

Sincerely,



Andrea L. Anderson
Alcohol Compliance Consultant to
Mildara Blass Wines, Inc.

Encls.

*Rec'd
9/21*

BEER & WINE SERVICES, INC.

September 16, 1998

**211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
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Florida Department of State
Amendment Section
Division of Corporations
Attn: Ms. Velma Shepard, Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Application by Foreign Corporation to file Amendment to
Application for Conducting Affairs in Florida for
Mildara Blass Wines, Inc.

Dear Ms. Shepard:

Thank you for taking the time to call me concerning Mildara Blass Wines, Inc.. I truly was appreciative of the fact that you did not merely return the filing.

I am enclosing the California Secretary of State filing, which our California Secretary of State Mr. Bill Jones recorded on May 23, 1997 under the file of A492524 which is the file number for the old Australian Benchmark and now the recognized Mildara Blass Wines, Inc.. This filing of the Certificate of Amendment of Articles of Incorporation is the vehicle which changed the name of the corporate charter.

I do trust that with receipt of that document and all the other documents being returned, you can now complete the filing and the correct name will be reflected.

Should you have any questions, whatsoever, please don't hesitate to call me at (800) 788-0212.

Sincerely,



Andrea L. Anderson
Alcohol Compliance Consultant to
Mildara Blass Wines, Inc.

Encls.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 OCT -1 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AUSTRALIAN BENCHMARK WINES, INC.
Name of corporation as it appears on the records of the Department of State.
2. CALIFORNIA 3. JUNE 5, 1991
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MAY 23, 1997
5. MILDARA BLASS WINES, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
ON-GOING
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

JULY 23, 1998
Date

PETER PERRIN
Typed or printed name

PRESIDENT
Title

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 19th day of December, 1986,

MILDARA BLASS WINES, 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 day of

September 9, 1998



Bill Jones

Secretary of State

State of California

SECRETARY OF STATE

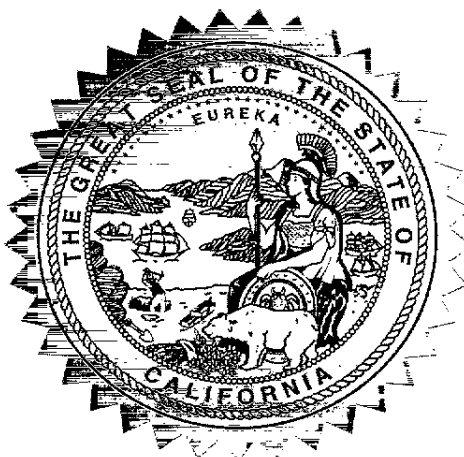


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 05 1997



Bill Jones

Secretary of State

1194781

A492524

FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT

OF

MAY 23 1997

ARTICLES OF INCORPORATION

OF

Bill Jones
BILL JONES, Secretary of State

AUSTRALIAN BENCHMARK WINES INC.

We, Peter Perrin the President, and Tamra Ellis the Secretary, of Australian Benchmark Wines Inc., a corporation duly organized and existing under the laws of State of California, do hereby certify:

1. That we are the President and the Secretary, respectively, of Australian Benchmark Wines Inc., a California corporation.
2. That an amendment to the articles of incorporation of this corporation has been approved by the board of directors.
3. That the amendment so approved by the board of directors is as follows:
Article 1 of the articles of incorporation of this corporation is amended to read as follows:

The name of the corporation is Mildara Blass Wines Inc.

4. That the shareholders have adopted said amendment by unanimous written consent.
That the wording of said amendment as approved by written consent of the shareholders is the same as that set forth above. That said written consent was signed

(CA - 0928 - 1/21/91)

CT System

by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California Corporations Code.

5. That the designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or give written consent to said amendment for approval thereof are as follows:

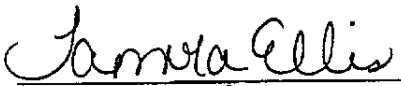
Designation	Number of shares outstanding entitled to vote or give written consent	Minimum percentage vote required to approve
Common	100	more than 50%

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote, as set forth above.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct our own knowledge.

Dated: May 16, 1997


Peter Perrin, President


Tamra Ellis, Secretary