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DIVISION OF CORPORATION

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 199173 / 4806562
AUTHORIZATION : Patricia Figueroa
COST LIMIT : \$ 70.00

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FILED
TALLAHASSEE, FLORIDA

ORDER DATE : August 7, 2003

ORDER TIME : 10:01 AM

ORDER NO. : 199173-040

CUSTOMER NO: 4806562

CUSTOMER: Ms. Angela Pla
Fortune Brands, Inc.
300 Tower Parkway

Lincolnshire, IL 60069-3665

FOREIGN FILINGS

NAME: PEAK WINES INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**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. Peak Wines International, Inc.

(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. Delaware

(State or country under the law of which it is incorporated)

3. 01-0783488

(FEI number, if applicable)

4. May 05, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

22281 Chianti Road

7. Geyserville, CA 95441

(Principal office address)

510 Lake Cook Road, Deerfield, IL 60015-4964

(Current mailing address)

8. Sale and shipment of wine brands To engage in any act or activity for which
corporations may be organized under the General Corporation Law of the
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Margaret Pike

(Registered agent's signature)

Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

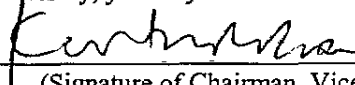
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenton R. Rose, Secretary
(Typed or printed name and capacity of person signing application)

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Peak Wines International, Inc.
List of Officers & Directors

DIRECTORS

<u>Name</u>	<u>Business Address</u>
Stephen Brauer	132 Mill Street, Suite 210 Healdsburg, CA 95448
Jeffrey J. Buresh	510 Lake Cook Road, Suite 200 Deerfield, IL 60015
Thomas J. Flocco	510 Lake Cook Road, Suite 200 Deerfield, IL 60015
Ronald G. Kapolnek	510 Lake Cook Road, Suite 200 Deerfield, IL 60015

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TALLAHASSEE, FLORIDA

OFFICERS

<u>Name & Office</u>	<u>Business Address</u>
Stephen Bruaer, President & CEO	132 Mill Street, Suite 210 Healdsburg, CA 95448
Kenton R. Rose, Secretary	510 Lake Cook Road Deerfield, IL 60015
Ronald G. Kapolnek, Sr. Vice President & General Manager	510 Lake Cook Road Deerfield, IL 60015
Thomas J. Flocco, Vice President	510 Lake Cook Road Deerfield, IL 60015
Steven A. Bondi, Asst. Treasurer	510 Lake Cook Road Deerfield, IL 60015
Mary Kay Catanzaro, Asst. Secretary	510 Lake Cook Road Deerfield, IL 60015
Edward Filippini, Asst. Secretary	510 Lake Cook Road Deerfield, IL 60015
James R. McCann, Asst. Secretary	510 Lake Cook Road Deerfield, IL 60015
Don L. Rodgers, Asst. Secretary	510 Lake Cook Road Deerfield, IL 60015

Peak Wines International, Inc.

Officers (cont.)

Mark Hausberg, Treasurer

Matthew C. Lenz, Asst. Treasurer

Mark A. Roche, Asst. Secretary

Lauren S. Tashma, Asst. Secretary

Orville T. Hawkins, Vice President-
Finance & Administration

Daryl Groom, Exec. Vice President

300 Tower Parkway
Lincolnshire, IL 60069

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Lincolnshire, IL 60069

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132 Mill Street, Suite 210

Healdsburg, CA 95448

22281 Chianti Road

Geyserville, CA 95441

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Delaware

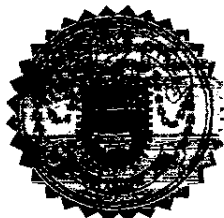
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEAK WINES INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEAK WINES INTERNATIONAL, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3654729 8300

AUTHENTICATION: 2572421

030518495

DATE: 08-08-03

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