

F00000001488

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: CLOS LA CHANCE WINES INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Andrea L Anderson 100003172661--4
-03/16/00--01067--006
*****70.00 *****70.00
(Name of Person)
Beer & Wines Services Inc
(Firm/Company)
211 Wapoo Ste 202
(Address)
Calistoga, Ca 94515
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Andrea Anderson at (800) 788-0212
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
00 MAR 16 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

mtw
3/20

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. CLOS LA CHANCE WINES 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. CALIFORNIA 3. 77-0406965
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/23/95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Approval
(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.)

7. a. 21511 SARATOGA, CA 95070
(Principal office address)

b. SAME
(Current mailing address)

8. SELL WINE TO WHOLESALERS/DISTRIBUTORS
(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

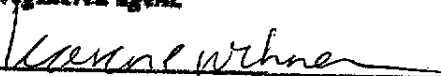
Office Address: 1201 Hays St Ste 105

Tallahassee, Florida 32301
(Zip code)

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TALLAHASSEE, FLORIDA

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.


(Registered agent's signature)

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: WILLIAM MURPHY CEO

Address: 21511 SARATOGA HEIGHTS
SARATOGA, CA 95070

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: BRENDA MURPHY

Address: 21511 SARATOGA HEIGHTS DR
SARATOGA, CA 95070

Vice President: BRENDA MURPHY

Address:

Secretary: BRENDA MURPHY

Address:

Treasurer:

Address:

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TALLAHASSEE, FLORIDA

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

13. *Brenda Murphy* BRENDA MURPHY, PRES
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

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 23rd day of June, 1995

CLOS LA CHANCE 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
March 6, 2000



Bill Jones

Secretary of State

FILED
MAR 16 10 15 AM '00
SECRETARY OF STATE
JILL S. STEIN
SACRAMENTO, CALIFORNIA