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ACCOUNT NO. : 072100000032
 REFERENCE : 715102 7201790
 AUTHORIZATION : *Patricia Pizit*
 COST LIMIT : \$ 70.00

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUN 20 PM 2:19

ORDER DATE : May 31, 2000
 ORDER TIME : 11:03 AM
 ORDER NO. : 715102-015
 CUSTOMER NO: 7201790

200003297192--9

CUSTOMER: Ms. Fam Phan
 Naxon Corporation
 Suite 117
 665 3rd Street
 San Francisco, CA 94107

FOREIGN FILINGS

NAME: NAXON CORPORATION

(5)

XXXX QUALIFICATION (TYPE: CO)

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 00 JUN 20 PM 12: 09
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

BK 6/20

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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DIVISION OF CORPORATIONS
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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. Naxon Corporation
(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 (State or country under the law of which it is incorporated)
- 3. 94-3304052 (FEI number, if applicable)
- 4. May 29, 1998 (Date of incorporation)
- 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
- 6. upon filing (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 665 Third St., Ste. 117
San Francisco, CA 94107 (Current mailing address)

8. Providing internet service for wine distribution.
(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, 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: Robbie Hall
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

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. *Parker Maddux, Secretary*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Parker Maddux Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

NAXON CORPORATION d/b/a
WineShopper.com Officers

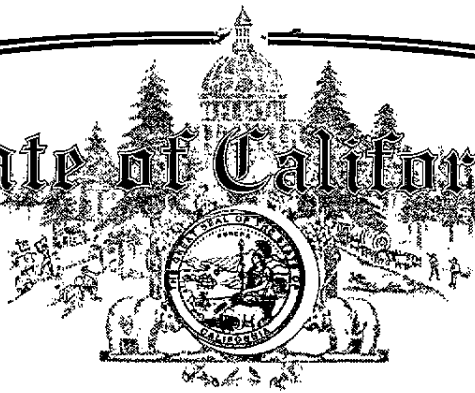
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<u>Name</u>	<u>Residence Address</u>	<u>Corporate Officers</u>
Peter H. Sisson	2707 Sacramento St., Apt.3 San Francisco, CA 94115	President, Chief Executive Officer
Parker A. Maddux	4505A 25 th Ave. San Francisco, CA 94114	Vice President and Secretary
James K. Cook	193 Portola Road Portola Valley, CA 94028	Vice President- Finance
Donald M. Coe	236 1/2 E. Front St. Traverse City, MI 49684	Vice President – Channel Development
Brooke Correll	39 Frederick Street San Francisco, CA 94117	Vice President – Marketing
Arno L. Harris	564 Appleberry Drive San Rafael, CA 94903	Vice President – Business Development
Stephen J. Koetzner	1012 Banbury Court Napa, CA 94558	Vice President – Trade Development
Kathleen Schumacher	3345 Quail Walk Lane Danville, CA 94506	Vice President – Fulfillment
Chuck Geiger	12577 Kingspine San Diego, CA 92131	Vice President - Product Development

NAXON CORPORATION d/b/a
WineShopper.com Board of Directors

<u>Name</u>	<u>Address</u>
Juanita Duggan	WSWA 805 Fifteenth Street, NW, Suite 430 Washington D.C. 20005
Michael Mondavi	Robert Mondavi 841 Latour Court Napa, CA 94558
Ted Schlein	KPCB 2750 Sand Hill Road Menlo Park, CA 94025
Peter Sisson	WineShopper.com 665 Third Street, Suite 117 San Francisco, CA 94107
Erich Ringewald	Amazon.com 1200 12 th Avenue South, Suite 1200 Seattle, WA 98144

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 29th day of May, 19 98,

NAXON CORPORATION

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

June 1, 2000.



Bill Jones

Secretary of State