

Document Number

F00000006264

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-11/08/00--01038--017
*****70.00 *****70.00

CORPORATION(S) NAME

R.H. Phillips, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/08/00

Order#:

Ref#:

Amount:\$

Handwritten signature/initials

RECEIVED
NOV 11 2000
TALLAHASSEE, FL
CT CORPORATION SYSTEM

FILED
NOV - 8 PM 1:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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.*

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TALLAHASSEE, FLORIDA

1. R.H. Phillips, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. 68-0313739

(FEI number, if applicable)

4. 02/01/1994

(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. 26836 County Road Suite 12 A, Esparto, CA 95627

(Current mailing address)

8. SEE ATTACHED EXHIBIT A

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

(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)

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

Chairman: SEE EXHIBIT B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: SEE EXHIBIT B

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

14. MIKE MOTRONI, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

Exhibit A

R.H. Phillips, Inc. Names and Addresses if its Officers and Directors

R.H. Phillips, Inc. produces table wines in California. Beverage distributors throughout the United States, including Florida, purchase these wines. All sales are made to distributors F.O.B. the California winery. An R.H. Phillips employee will be working in Florida to support the Florida distributor's marketing activities.

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Exhibit B

R.H. Phillips, Inc. Names and Addresses of its Officers and Directors

Officers

John E. Giguere	Co-Chief Executive Officer 26836 County Road 12A Esparto, CA 95627
Karl E. Giguere	Co-Chief Executive Officer 26836 County Road 12A Esparto, CA 95627
Lane C. Giguere	Vice President, Secretary 26836 County Road 12A Esparto, CA 95627
Michael J. Motroni	Chief Financial Officer 26836 County Road 12A Esparto, CA 95627
Barry L. Bergman	Vice President 26836 County Road 12A Esparto, CA 95627
Patrick Kane	Vice President 16034 North 63 rd Street Scottsdale, AZ 85254
Jonathan Bamberger	Vice President Vincor International 441 Courtneypark Drive East Mississauga, Ontario Canada L5T 2V3
Richard A. Pierce	Chief Accounting Officer 26836 County Road 12A Esparto, CA 95627

Directors

Donald Triggs	Vincor International 441 Courtneypark Drive East Mississauga, Ontario Canada L5T 2V3
Richard Jones	Vincor International 441 Courtneypark Drive East Mississauga, Ontario Canada L5T 2V3
Jonathan Bamberger	Vincor International 441 Courtneypark Drive East Mississauga, Ontario Canada L5T 2V3

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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 **1ST day of FEBRUARY, 1994**, **R. H. PHILLIPS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

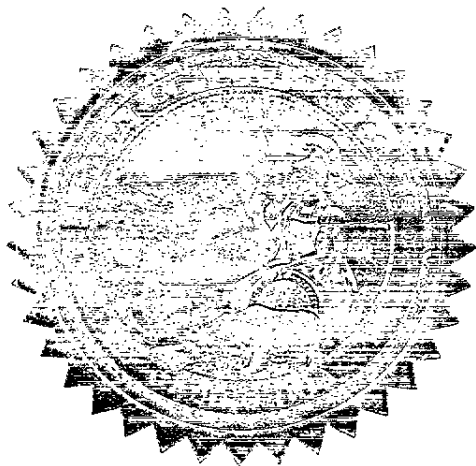
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 October 27, 2000.



Bill Jones
BILL JONES
Secretary of State

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