

F01000004198

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ADAstra 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:

Edwin James Richards

(Name of Person)

Adastra Wines, Inc.

(Firm/Company)

2545 Las Amigas Road

(Address)

Napa CA 94559-9715

(City/State and Zip code)

For further information concerning this matter, please call:

Edwin Richards

(Name of Person)

at (707) 255-4818

(Area Code & Daytime Telephone Number)

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

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

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*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG -8 PM 12:50

FILED

BK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 2001

EDWIN JAMES RICHARDS
ADASTRA WINES, INC.
7545 LAS AMIGAS ROAD
NAPA, CA 94559-9715

SUBJECT: ADASTRA WINES, INC.
Ref. Number: W01000016109

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01 AUG -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ADASTRA WINES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The certificate that we must ask you to obtain from the California Secretary of State's office is called a CERTIFICATE OF STATUS. This is a 1-page certificate that states that your corporation is incorporated in California and hasn't filed a certificate of dissolution as of the date of the certificate. The certificate must be dated within the past 90 days.

We cannot accept the certified copy of your articles of incorporation.

For your convenience we are sending you an example of a California Certificate of Status.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 401A00041313

ADASTRA

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

FILED
01 AUG -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Friday July 27, 2001

To Whom It May Concern:

Please find accompanying this letter an original Certificate of Status of Domestic Corporation, which you requested in recent correspondence. In that correspondence, you noted that you would hold the check for \$70.00 that I had sent. I respectfully ask you to cash the check now and finish the application process.

Of course, if you have any questions, please do not hesitate to contact me again.

Sincerely,

Edwin Richards.
Edwin Richards.

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★
ADASTRA WINES, Inc. ★
2545 LAS AMIGAS ROAD
NAPA, CA 94559-9715
PHONES & FAXES: (707) 255-4818/ 800 324-5585
E-MAIL: adastra@adastrawines.com
★

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

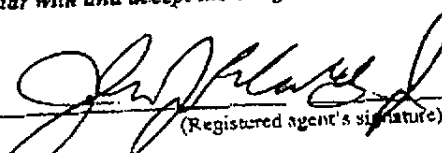
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

01 AUG -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. ADAstra 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. 94-339 6600
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/29/01 5. PERPETUAL
(Date of incorporation) (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.)
7. 2545 LAS AMIGAS ROAD NAPA CA 94559-9715
(Principal office address)
(SAME)
(Current mailing address)
8. WINE SALE
(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: Jack Flattery U.S.A. Wines South
Office Address: 1350 SHEELER ROAD
APOPKA, Florida 32703
(City) (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.


(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Edwin Richards

Address: HOME 30 PARK LANE SONOMA CA 95476

BUSINESS 2545 LAS AMIGAS ROAD NAPA CA 94559

Vice President: _____

Address: _____

Secretary: Edwin Richards

Address: HOME 30 PARK LANE SONOMA CA 95476

CFO
Treasurer: Edwin Richards

Address: Home: 30 PARK LANE SONOMA CA 95476 / BUSINESS: 2545 LAS AMIGAS ROAD NAPA CA 94559

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

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

14. EDWIN RICHARDS (PRESIDENT SECRETARY OWNER)
(Typed or printed name and capacity of person signing application)



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
01 AUG -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the **26th day of March, 2001, ADASTRA 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 July 22, 2001.



Bill Jones
BILL JONES
Secretary of State

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