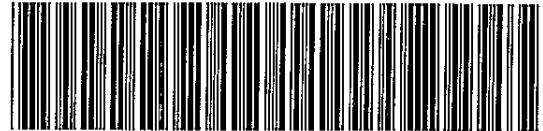


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03 MAR 10 PM 4:07

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TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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03 MAR 10 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 12, 2003

WILLIAM ARBIOS
561 MISSION BLVD.
SANTA ROSA, CA 95409

SUBJECT: ARBIOS WINES LIMITED INC.
Ref. Number: W03000007077

We have received your document for ARBIOS WINES LIMITED 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):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 703A00015559

TRANSMITTAL LETTER

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03 MAR 10 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: ARBios Wines, Limited, 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:

William ARBios
(Name of Person)

ARBios Wines Limited
(Firm/Company)

561 Mission Boulevard
(Address)

SANTA ROSA, CA 95409
(City/State and Zip code)

For further information concerning this matter, please call:

William ARBios at (707) 539-5641
(Name of Person) (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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|



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03 MAR 10 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

3/24/03

Dear Ms. Lunt,

This letter appears to have been returned to me in error, as the designated agent is indeed an active Florida entity. Could you please expedite the filing of this document?

Respectfully,

William L. Arbios
President

**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.

FILED

03 MAR 10 PM 4:1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARBOS Wines Limited, 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
(State or country under the law of which it is incorporated)
3. 94-3366270
(FEI number, if applicable)
4. June 1, 2000
(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.)
7. 561 Mission Boulevard, SANTA ROSA, CA 95409
(Principal office address)
- SAME
(Current mailing address)
8. Wine sales
(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: CELLARBRATION MARKETING, INC.
Office Address: 414 LAKESHORE DR.
LAKE PARK, Florida 33403
(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.

James M. Knox

James R. Knox
(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: _____

B. OFFICERS

President: William L. Arbios

Address: 561 Mission Boulevard, SANTA ROSA, CA 95409

Vice President: SAME

Address: _____

Secretary: SAME

Address: _____

Treasurer: SAME

Address: _____

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

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

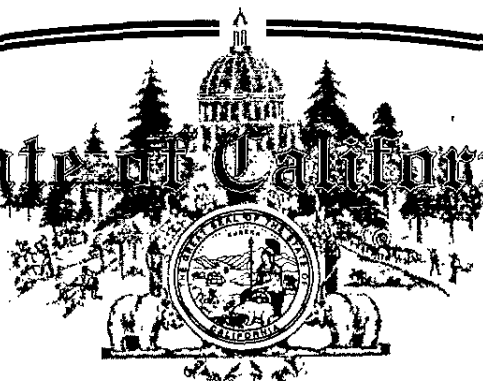
14. William L. Arbios
(Typed or printed name and capacity of person signing application)

FILED

03 MAR 10 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California



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03 MAR 10 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

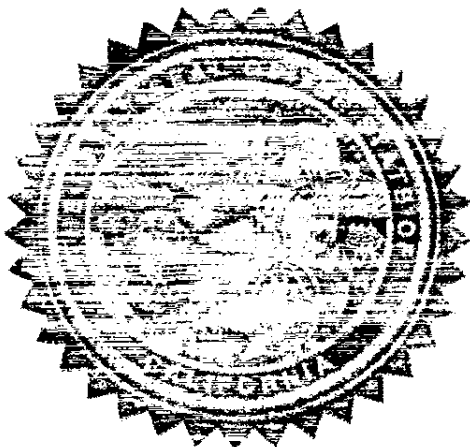
That on the **1st day of June, 2000**, **ARBIOS WINES LIMITED** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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 1, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

sk