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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

BEER & WINE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435
andreagra@aol.com**

April 25, 2003

Florida Secretary of State
Registration Section
Division of Corporations/LLC
PO Box 6327
Tallahassee, FL 32314

RE: Southern Starz of CA, Inc

Dear Sir or Madam:

Enclosed herewith for your review and approval are the following documents for the above mentioned client:

- Transmittal Letter
- Application by Foreign Corp for Authorization to Transact Business in Florida
- Form 1021 for adopted name for Florida
- Certificate of Good Standing from the State of California
- Company check in the amount of \$70.00, to cover said fees

Once authority to ship has been issued, please mail to:

Beer and Wine Services Inc
211 Wapoo, Suite 202
Calistoga, Ca 94515

If you should have any questions regarding this application, please contact me directly at (800) 788-0212.

Sincerely,



Lisa Salling
Licensing Manager

Enclosure

TRANSMITTAL LETTER

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03 APR 29 PM 1:23

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: SOUTHERN STARZ, 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

(Name of Person)

BEER & WINE SERVICES, INC.

(Firm/Company)

211 WAPOO, SUITE 202

(Address)

CALISTOGA, CA 94515

(City/State and Zip code)

For further information concerning this matter, please call:

ANDREA L. ANDERSON

(Name of Person)

at (800) 788-0212

(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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RESOLUTION OF BOARD OF DIRECTORS

03 APR 29 PM 1:23

I, the undersigned SECRETARY

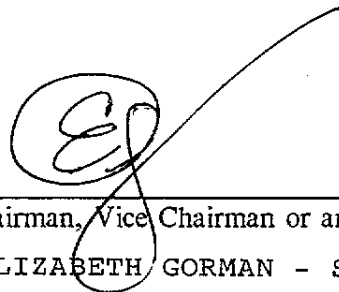
, do hereby certify that this
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Resolution of the Board of Directors of SOUTHERN STARZ, INC.

a corporation duly organized and existing under the laws of the State of CALIFORNIA, was
duly adopted on APRIL 24, 20 03

Be it resolved, that SOUTHERN STARZ, INC. organized and existing
in the State of CALIFORNIA, hereby adopts the name SEE BELOW for use in the
State of Florida. SOUTHERN STARZ OF CA, INC.

Date: APRIL 24, 2003



Chairman, Vice Chairman or any officer

ELIZABETH GORMAN - SECRETARY

Type or Print Name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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.

SECRETARY OF S.
TALLAHASSEE, FL

1. SOUTHERN STARZ, 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. 88-9895211

(FEI number, if applicable)

4. 10/25/00

(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. 5973 ENGINEER DRIVE

HUNTINGTON BEACH, CA 92649

(Principal office address)

211 WAPOO, SUITE 202

CALISTOGA, CA 94515

(Current mailing address)

8. SELLING WINE TO LICENSED FLORIDA 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 STREET

TALLAHASSEE

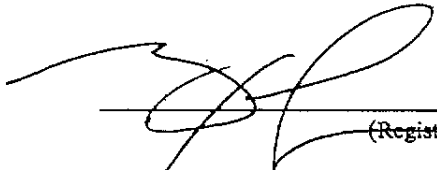
(City)

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.


Brian Courtney
Asst. V Pres

(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: KENNETH L. ONISH

Address: SEE BELOW

Vice Chairman: _____

Address: _____

Director: JOHN P. GORMAN

Address: SEE BELOW

Director: ELIZABETH GORMAN

Address: SEE BELOW

B. OFFICERS

President: KENNETH L. ONISH

Address: 73 TYLER DR

STAMFORD, CT 06903

Vice President: JOHN P. GORMAN

Address: 16441 WOODSTOCK LN

HUNTINGTON BEACH, CA 92647

Secretary: ELIZABETH GORMAN

Address: SAME AS ABOVE

Treasurer: _____

Address: _____

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

13. _____

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

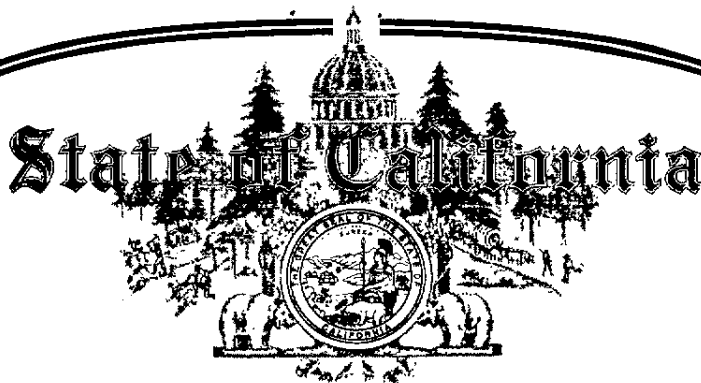
14. ELIZABETH GORMAN SECRETARY

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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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 **25th day of October, 2000**, **SOUTHERN STARZ, 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 April 15, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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