

F030000002401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

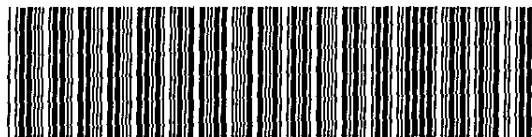
(Document Number)

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04/24/03--01077--004 **70.00

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03 MAY 13 PM 4:02
ALABAMA SECRETARY OF REVENUE

~~ST/13~~
~~W003-11842~~



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 25, 2003

TONI LEADINGHAM
2052 GALVESTON STREET
SAN DIEGO, GA 92110

SUBJECT: DF WINES, INC.
Ref. Number: W03000011842

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03 MAY 13 PM 4:02
TALLAHASSEE, FLORIDA

We have received your document for DF WINES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 903A00025170

Downing Family
VINEYARDS

3212 Jefferson St., PMB 189
Napa, CA 94558
(707) 399-9463
www.dfwines.com

April 2/ 2003

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: DF Wines, Inc. dba Downing Family Vineyards

Dear Sir or Madam:

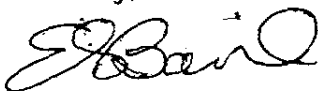
Enclosed are the following documents filed on behalf of DF Wines, Inc.:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida
2. Certificate of Existence
3. Check in the amount of \$70
4. Transmittal Letter

Please authorize this corporation's qualification to do business in Florida so that they may sell to wholesalers in your state.

If you have any questions, please call me at (707) 537-6700.

Sincerely,



Elise Baril
Compliance Agent

EB/cb

Encl.

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03 MAY 13 PM 4:02
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: DF Wines, Inc. dba Downing Family Vineyards
(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:

Toni Leadingham

(Name of Person)

DF Wines, Inc. dba Downing Family Vineyards

(Firm/Company)

2052 Galveston Street

(Address)

San Diego, CA 92110

(City/State/Zip)

TALLAHASSEE, FL 32314

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Should you need to call someone concerning this matter, please call:

Elise Batil, Compliance Agent at (707) 537-6700

(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:

- ☒ \$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

**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.*

1. DF 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. Delaware
(State or country under the law of which it is incorporated)
3. 85-0410236
(FEI number, if applicable)
4. 03/09/1993
(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. a. 2052 Galveston St., San Diego, CA 92110
(Principal office address)
b. 2052 Galveston St., San Diego, CA 92110
(Current mailing address)
8. The sale of wine to wholesalers.
(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: Gianni Acireale
Office Address: 4520 South Church Avenue
Tampa, Florida 33611
(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) Gianni Acireale

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: John Downing

Address: 2052 Galveston St.
San Diego, CA 92110

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John C. Downing

Address: 2052 Galveston St.
San Diego, CA 92110

Vice President: none

Address: _____

Secretary: Toni Leadingham

Address: 2052 Galveston St.,
San Diego, CA 92110

Treasurer: John C. Downing

Address: 2052 Galveston St.,
San Diego, CA 92110

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

13. X Toni Leadingham
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Toni Leadingham, Secretary

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

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03 MAY 13 PM 4:02
TALAMON SEATTLE WA

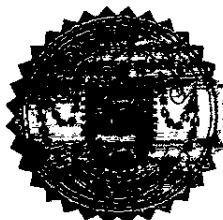
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DOWNING FAMILY VINEYARDS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DF WINES, INC.", THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2000, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2328323 8320

AUTHENTICATION: 2352393

030218640

DATE: 04-07-03