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MAR 17 2004
TALLAHASSEE, FLORIDA

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BEER & WINE SERVICES, INC.

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

VIA AIRBORNE EXPRESS

March 16, 2004

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

RE: Cushman Winery Corporation dba Zaca Mesa Winery

Dear Sir or Madam:

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

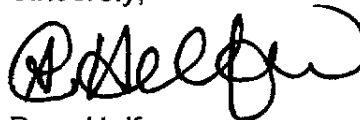
- Transmittal Letter
- Application by Foreign Corp for Authorization to Transact Business in Florida
- Certificate of Good Standing from incorporating state
- Company check in the amount of \$70.00, to cover said fees

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,



Drea Helfer
Compliance Agent

Enclosure

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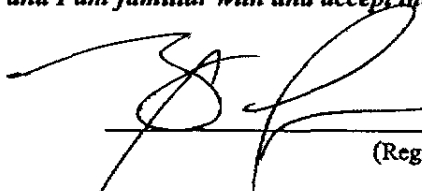
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. CUSHMAN WINERY CORPORATION (A CALIFORNIA CORPORATION)
(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. 77-0346907
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/23/1993 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. 6905 FOXEN CANYON ROAD, LOS OLIVOS, CA 93441
(Principal office address)
PO BOX 899, LOS OLIVOS, CA 93441
(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, Florida 32301
(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.



**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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN C. CUSHMAN III

Address: 601 S. FIGUEROA ST #4700
LOS ANGELES, CA 90017

Vice Chairman: LOUIS B. CUSHMAN

Address: 2800 POST OFFICE BLVD.
HOUSTON, TX 77056

Director: JEFFREY A. CUSHMAN

Address: 25 GILBERT ST. FLAT D
LONDON W1KSHX ENGLAND

Director: JOHN C. CUSHMAN

Address: 125 PARKWAY RD. APT 1323
BRONXVILLE, NY 10708

B. OFFICERS

President: BROOK C. WILLIAMS

Address: 1891 RINGSTED DRIVE
SOLVANG, CA 93463

Vice President: SUSAN E. ENGLISH

Address: 774 MAIN STREET
LOS ALAMOS, CA 93440

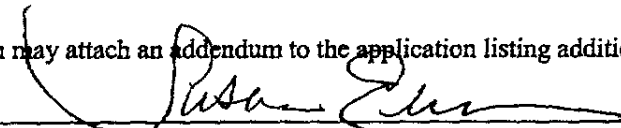
Secretary: STEWART C. CUSHMAN

Address: 434 31ST STREET, HERMOSA, CA 90254

Treasurer:

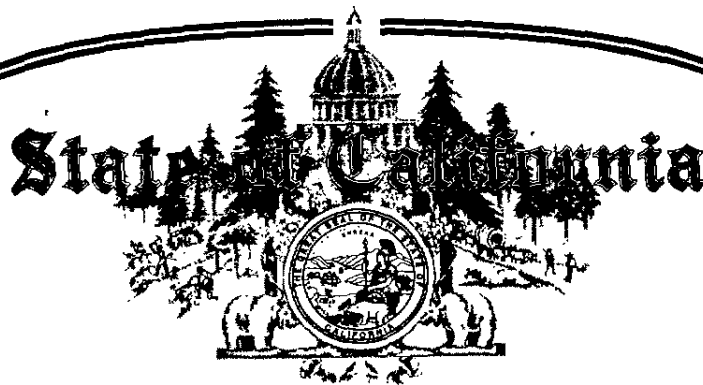
Address:

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. SUSAN E. ENGLISH VICE PRESIDENT / CFO
(Typed or printed name and capacity of person signing application)

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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 **23RD day of JULY, 1993**, **CUSHMAN WINERY CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

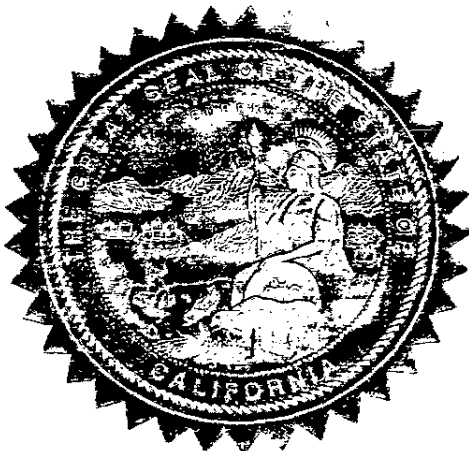
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 **March 11, 2004**.



Kevin Shelley
KEVIN SHELLEY
Secretary of State