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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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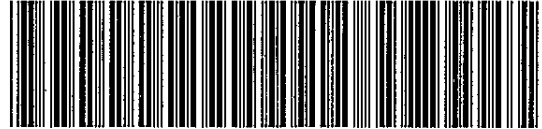
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 22 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prospero Winery, Inc.
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Antonella Prospero
(Name of Person)
Prospero Winery, Inc.
(Firm/Company)
134 Marble Ave.
(Address)
Pleasantville, NY 10570
(City/State and Zip code)

For further information concerning this matter, please call:

Antonella Prospero at (914) 769-6870
(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. Prospero Winery, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 134030929
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 134 Marble Ave. Pleasantville, NY 10570
(Principal office address)
134 Marble Ave. Pleasantville, NY 10570
(Current mailing address)

8. Sell wine
(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 NOT acceptable)

Name: Avinya Distributors, Inc

Office Address: 7575 Kingspointe Hwy Suite 23
Orlando, Florida 32819
(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.

Art Kamen for AVINYA DISTRIBUTORS
(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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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Tony Prospero

Address: 4 Fairway Drive

Pleasantville, NY 10570

Vice President: Pasquale Prospero

Address: 5 Meadow Hill Ct.

Thornwood, NY 10594

Secretary: Silvana Prospero

Address: 4 Fairway Dr. Pleasantville, NY 10570

Treasurer: _____

Address: _____

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

13. Silvana Prospero

(Signature of Director or Officer listed in number 12 of the application)

14. Silvana Prospero Secretary

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

State of New York | **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of PROSPERO WINERY, INC. was filed on 09/29/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of December
two thousand and four.*



Secretary of State

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