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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

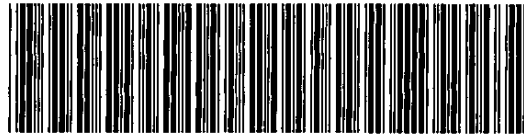
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AV Brands, 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:

Seth Wolkofsky

(Name of Person)

Buchman Law Firm, LLP

(Firm/Company)

10 E. 40th St., Suite 2110

(Address)

New York, NY 10016

(City/State and Zip code)

For further information concerning this matter, please call:

Seth Wolkofsky

(Name of Person)

at (212) 889-4220

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. AV Brands, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware

(State or country under the law of which it is incorporated)

3.

26-0561677

(FEI number, if applicable)

4.

7/13/2007

(Date of incorporation)

5.

perpetual

(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. 6450 Dobbin Road, Suite G, Columbia, MD 21045

(Principal office address)

Attn: Janet Casey, 6450 Dobbin Road, Suite G, Columbia, MD 21045

(Current mailing address)

8. Distribution of Alcoholic Beverages

(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: **C T Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

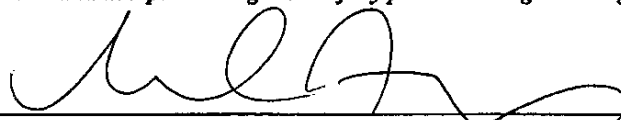
(City)

, Florida **33324**

(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)

**Melissa Fox
Assistant Secretary**

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Please see Attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Attached.

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Michael Kenton, CEO
(Typed or printed name and capacity of person signing application)

RIDER to Application

A.V. Brands, Inc.
6450 Dobbin Rd., Ste. G
Columbia, MD 21045

CONFIDENTIAL

Name and Title	SSN	Date and Place of Birth	Sex	Citizenship	Residence Address and Phone	% Ownership
Codorniu, S.A. (Spain)	n/a	n/a	n/a	n/a	Gran Via, 644 Barcelona 08007 SPAIN	100%
Javier Pages Chairman, Director	n/a	12/30/1957	M	Spain	FREIXA 42-32 08021 Barcelona SPAIN	0
Michael Kenton, CEO, Director		10/9/51 Brooklyn, NY	M	USA	19185 7 th Street E Sonoma, CA 95476 (11 years) (707) 328-2815	0
Janet Casey, Treasurer		10/5/54 New Jersey	F	USA	12 Old Lyme Road Lutherville, MD 21093 (6 years) (410) 561-8383	0
Mona Marlow, Secretary		6/29/56 Jackson, TN	F	USA	712 Casswall Street Napa, CA 94558 (10 years) (707) 224-5023	0

Delaware

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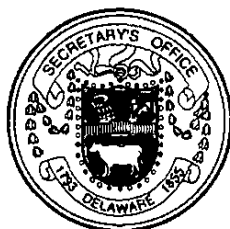
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A.V. BRANDS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2007.

FILED
07 AUG -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4388205 8300

070821520



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5848018

DATE: 07-17-07