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(Requestor's Name)

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(City/State/Zip/Phone #)

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80-5-5  
2008

# Holland+Knight

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Fax 813 229 0134

Holland & Knight LLP  
100 North Tampa Street, Suite 4100  
Tampa, FL 33602-3644  
www.hklaw.com

April 2, 2008

**SOMMER RANGEL**  
813-227-6757

Internet Address:  
sommer.rangel@hklaw.com

## VIA FEDERAL EXPRESS

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

Re: Arista Wines (U.S.A.) Inc.

Dear Sir or Madam:

Attached you will find an application for Foreign Corporation for Authorization to Transact Business in Florida for Arista Wines (U.S.A), Inc. I have also enclosed a Certificate of Compliance from Industry Canada which is where this entity is incorporated. Attached you will also find a check in the amount of \$78.75 for the filing fee.

Please give me a call if you have any questions or should you need anything further.

Sincerely,  
HOLLAND & KNIGHT LLP



Sommer Rangel  
Licensing Specialist

/srr  
Enclosures  
# 5241002\_v1

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TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Arista Wines (U.S.A.) 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:

Hal Flowers

(Name of Person)

Holland & Knight

(Firm/Company)

100 N. Tampa Street, Suite 4100,

(Address)

Tampa, FL 33602

(City/State and Zip code)

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For further information concerning this matter, please call:

Hal Flowers

at ( 813 ) 227-6368

(Name of Person)

(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. Arista Wines (U.S.A.) 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. Canada 3. 98-01844712-000-2  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 18, 2008 5. N/A  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 15, 2008 (estimated)  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1900 Howell Branch Road, Suite 4-4, Winter Park, FL 32792  
(Principal office address)

755 rue Principale, Rougemont, Quebec, JOL 1MO  
(Current mailing address)

8. To be an Importer  
(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)

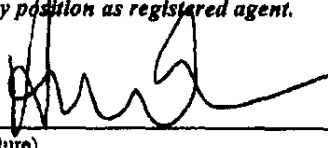
Name: Corporation Service Company

Office Address: 1201 Hays St.

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.*

  
\_\_\_\_\_  
(Registered agent's signature)

**Harry B. Davis**  
Asst. Vice President

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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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: Jocelyn Tremblay (Director)

Address: 908 rue du Tremblay, Saint-Bruno, QC Canada J3V 3N5

Director: Nathalie Lassonde

Address: 227 Petite Caroline, Rougemont, QC, Canada JOL 1MO

Director: Pierre-Paul Lassonde

Address: 54 rang de la Montange, Rougemont, QC, Canada JOL 1MO

**B. OFFICERS**

President: Jocelyn Tremblay (Chief Executive Officer)

Address: 908 rue du Tremblay, Saint-Bruno, QC Canada J3V 3N5

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Caroline Lemoine (Corporate Secretary)

Address: 755 Principale, Rougemont, Quebec, Canada JOL1MO

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)

Caroline Lemoine (Corporate Secretary)

14. \_\_\_\_\_

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

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TALLAHASSEE, FLORIDA



Industry Canada

Industrie Canada

**CERTIFICATE OF COMPLIANCE**  
s. 263.1 (1)(a)(b)

**CERTIFICAT DE CONFORMITÉ**  
art. 263.1 (1)(a)(b)

VINS ARISTA (U.S.A.) INC./

ARISTA WINES (U.S.A.) INC.

446313-7

Name of corporation-Dénomination sociale

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above is incorporated or continued under the *Canada Business Corporations Act*, is not discontinued and has not been dissolved under that Act.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions*, qu'elle n'a pas changé de régime et qu'elle n'a pas été dissoute en vertu de cette Loi.

This corporation has sent to the Director the required Annual Returns and has paid all fees required under the Act.

Cette société a remis au directeur les rapports annuels prescrits et acquitté les droits requis par la Loi.

Aïssa Aomari  
Deputy Director - Directeur adjoint

March 28, 2008 / le 28 mars 2008

Issuance date - Date d'émission

Canada

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TALLAHASSEE, FLORIDA

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