Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations

Fax Number : (850)617-6381

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195 Phone : (850)521-1000

: (850)558-1515 Fax Number

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

#### FOREIGN PROFIT/NONPROFIT CORPORATION BODEGAS RIOJANAS U.S.A. CORPORATION

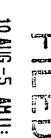
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8/5/2010



## 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 Bodegas Riojanas U.S.A. Corporation (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) 27-0210077 Delaware (State or country under the law of which it is incorporated) (FEI number, if applicable) May 19, 2009 Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") Upon Qualification (Date first transacted business in Florida, if prior to registration) Suite 8th Floor, 301 Koule 17 North Rutherford, NJ 07070 (Principal office address) Suite 8th Floor, 301 Route 17 North, Rutherford, NJ 07070 (Current mailing address) Wine Distributor To engage in any act or activity for which corporations may be organized. (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) Corporation Service Company Name: 1201 Hays Street Office Address: Tallahassee (City)

10. Registered agent's acceptance:

Having been named as registered agent und 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.

Corporation Service Company

By: Jane S. Krayer, Assistant VP

(Registered agent's signature)

Assistant 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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SECRETARY OF STATE TALLAHASSEE FLORIDA 12. Names and business addresses of officers and/or directors: A. DIRECTORS Chairman: See attached officers/directors rider Vice Chairman: Address: \_ Director; \_ Address: \_\_ B. OFFICERS See attached officers/directors rider President: Address: \_\_\_ Vice President: Address: \_\_\_ Treasurer: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

14. Sara Agos, Secretary

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SECRETARY OF STATE TALLAHASSEE FLORIDA

#### Bodegas Riojanas U.S.A. Corporation Officers/Directors Rider

List of Officers

Name:

Santiago Frias Monje

Title:

President

Business Address:

301 Route 17 North, 8th Floor, Rutherford, NJ 07070

Name:

Sara Agos

Title:

Secretary

Business Address:

301 Route 17 North, 8th Floor, Rutherford, NJ 07070

List of Directors

Name:

Santiago Frias Monje

Term:

Jan 01, 2011

Business Address:

301 Route 17 North, 8th Floor, Rutherford, NJ 07070

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SECRETARY OF STATE TALLAHASSEE FLORIDA

# Delaware

### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "BODEGAS RIOJANAS U.S.A.

CORPORATION" 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

FIFTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BODEGAS RIOJANAS U.S.A. CORPORATION" WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4688437 8300

100805257

You may verify this certificate enline at corp.delaware.gov/authvor.shtml

Jeffrey W. Bullock, Secretary of State

DATE: 08-05-10