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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 13 PM 4:21

SUBJECT: All Saint's Brands, Inc.

(Name of corporation - must include suffix)

mtm

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:

Scott A. Benson

(Name of Person)

All Saint's Brands, INC.

(Firm/Company)

201 Main Street, S.E. Suite 212

(Address)

Minneapolis, MN 55414

(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Scott Benson

(Name of Person)

at (612) 378 - 7820

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. All Saint's Brands, Inc.
(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. Minnesota 3. 41-1771135
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/10/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 201 Main Street, S.E., Suite 212
Minneapolis, Minnesota 55414
(Current mailing address)
8. Import of Wine, Beer and Spirits
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:


Name: Nathan Schwartz

Office Address: 7000 North Federal Highway

Boca Raton, Florida, 33487
(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)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Kjell Adstedt

Address: 501 West Minnehaha Parkway, Minneapolis, MN 55419

Vice Chairman: Scott Johnson

Address: 121 Malcolm Ave, S.E.
Minneapolis, MN 55414

Director: Scott Benson

Address: 5432 Park Avenue South
Minneapolis, MN 55417

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Scott Johnson

Address: 121 Malcolm Ave., S.E.
Minneapolis, MN 55414

Vice President: Kjell Adstedt

Address: 501 West Minnehaha Parkway,
Minneapolis, MN 55419

Secretary: Scott A. Benson

Address: 5432 Park Avenue South
Minneapolis, Minnesota 55417

Treasurer: Scott A. Benson

Address: Same as above

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

13. Scott Benson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott A. Benson, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

State of Minnesota

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Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: All Saint's Brands, Inc.

Date Formed: 01/10/199.

Chapter Governed By: 302A

This certificate has been issued on 06/27/95.



Joan Anderson Growe
Secretary of State.