

F9500005513

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: SUN IMPORTS, 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:

Dianne Daly
(Name of Person)
Sun Imports, Inc.
(Firm/Company)
P.O. Box 25423
(Address)
Winston-Salem, NC 27114-5423
(City, State and Zip Code)

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****122.50 ****122.50

W 15- 19-91

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

Lori Booz at (910) 659-5635
(Name of Person) 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1995

NORI BOOZ
SUN IMPORTS, INC.
PO BOX 25423
WINSTON-SALEM, NC 27114-5423

SUBJECT: SUN IMPORTS, INC.
Ref. Number: W95000021489

We have received your document for SUN IMPORTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The signature for the registered agent must be an original, a photocopy is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

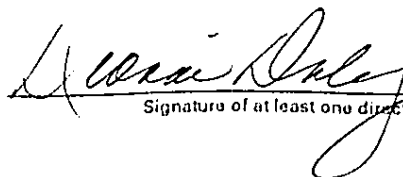
Letter Number: 495A00048451

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Dianne Daly, do hereby certify
that this Resolution of the Board of Directors of Sun Imports, Inc.,
a corporation duly organized and existing under the laws of the State of Missouri,
was duly adopted on April 5, 19 95.

Resolved, that Sun Imports, Inc., organized
and existing in the State of Missouri, hereby adopts the
name Sun Cellars Company for use in Florida.

Dated: 11-3-95


Signature of at least one director

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SUN IMPORTS, 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. MISSOURI
(State or country under the law of which it is incorporated)
3. 43-1708503
(FEI number, if applicable)
4. APRIL 5, 1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Never as a corporation.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 11618
Kansas City, Missouri 64138
(Current mailing address)
8. To import alcoholic beverages.
(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: Bruce Heiman
Office Address: 1211 North Commerce Blvd.
Sarasota, Florida, 34243
(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.

Bruce Heiman
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dianne Daly

Address: 1365 Westgate Center Drive, Suite E
Winston Salem, NC 27103

Vice President: Fred Hees Patricia Gregg

Address: 6473 Walker Road 12206 E. 58th Place
Riverdale, GA 30274 Kansas City, MO 64133

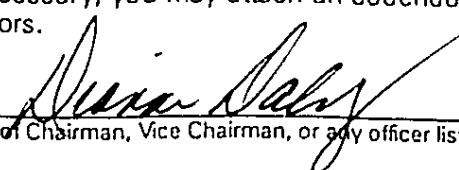
Secretary: Richard McIntyre

Address: 1365 Westgate Center Drive, Suite E
Winston-Salem, NC 27103

Treasurer: Fred Hees

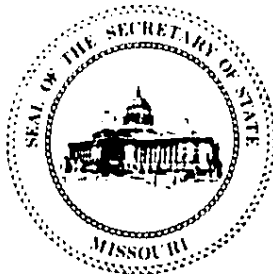
Address: 6473 Walker Road
Riverdale, GA 30274

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

13.  10/24/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dianne Daly, President
(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
SUN IMPORTS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 5TH DAY OF APRIL, 1995, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 18TH DAY OF OCTOBER, 1995.

Rebecca McDowell Cook
Secretary of State

