

F95000005983

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-1277795--01097--003
*****70.00 *****70.00

SUBJECT: VIRTUAL DISTRIBUTION, 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:

EDWARD O'KEEFE

(Name of Person)

- gave auth. to add upon qualification to #C - #12/8

CMA HOLDING, INC.

(Firm/Company)

812 SOUTH GARFIELD AVENUE, SUITE 2

(Address)

TRAVERSE CITY, MI 49686

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 PM 9:32
#12/8

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

DENNIS FITZPATRICK

(Name of Person)

at (800) 305-3331

(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 Section
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. VIRTUAL DISTRIBUTION, 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. NEVADA

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

3. 38-326-2354

(FEI number, if applicable)

4. OCTOBER 30, 1995

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 812 SOUTH GARFIELD AVENUE, SUITE 2

TRAVERSE CITY, MI 49686

(Current mailing address)

8. VDI act as Primary Source Agent for the Interstate
SALE AND SHIPMENT OF WINE TO FLORIDA WHOLESALE LICENSEES

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

, 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.

Barbara A Burke

(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: EDWARD O'KEEFE
Address: 2032 ARROWHEAD, TRAVERSE CITY, MI 49686
Vice Chairman: ROBERT G. KALIK
Address: 9118 McDONALD ROAD, BETHESDA, MD 20817

Director:
Address:

Director:
Address:

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

President: EDWARD O'KEEFE
Address: 2032 ARROWHEAD, TRAVERSE CITY, MI 49686
TRAVERSE CITY, MI 49686

Vice President: DENNIS FITZPATRICK
Address: 2167 HOCH ROAD
TRAVERSE CITY, MI 49686

Secretary: EDWARD O'KEEFE III
Address: 10719 CENTER ROAD
TRAVERSE CITY, MI 49686

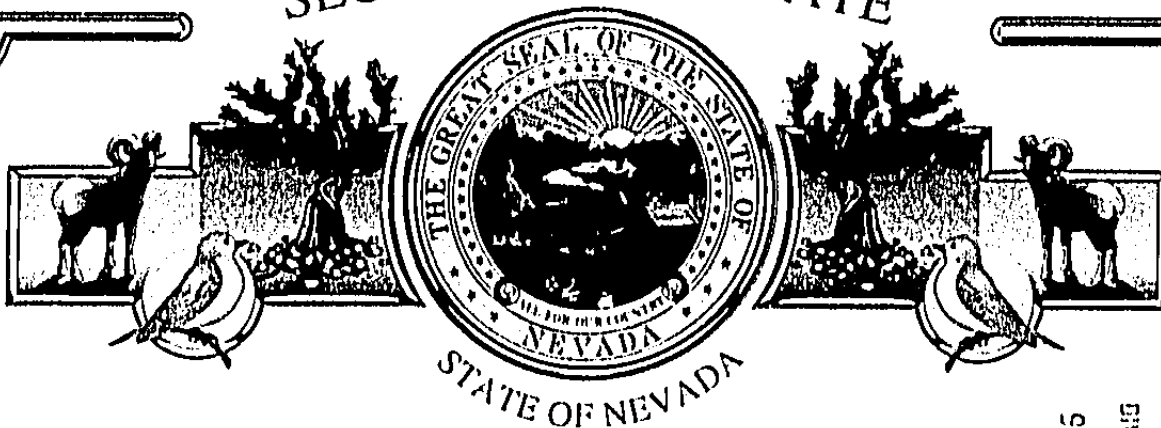
Treasurer: ROBERT G. KALIK
Address: 9118 McDONALD ROAD
BETHESDA, MD 20817

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

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

14. EDWARD O'KEEFE, PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -9 AM 9:32

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **VIRTUAL DISTRIBUTION, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 27th day of November, 1995.

Dean Heller

Secretary of State

By

Erin Gato

Certification Clerk