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ALCOHOL COMPLIANCE CONSULTANT

Andrea L. Anderson
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December 14, 1995

State of Florida
Secretary of State
409 E. Graines Street
Tallahassee, FL 32399

RE: Application to Transact Business in Florida for
Vine Cliff Winery, Inc.

Dear Sir or Madam:

Enclosed herewith for your review and approval for Vine Cliff Winery, Inc., is their Application for Authorization to transact Business in Florida, together with a Certificate of Good Standing from the State of California. Also enclosed is a check in the amount of \$131.25 to cover the required fee.

Once this certificate has been issued, please mail it to:

Alcohol Compliance Consultant
Andrea L. Anderson
211 Wapoo Suite 202
Calistoga, CA 94515

Should there be any questions concerning this filing, please feel free to contact me directly at (800) 788-0212.

Sincerely,

Teri Molini

Teri L. Molini
Office Assistant-Licensing

tlm
enc.

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DIVISION OF CORPORATIONS
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**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:**

VINE CLIFF WINERY, INC.

1. (Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as well clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA 3. 68-0320137
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 14, 1993 5. ON-GOING
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON APPROVAL
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 7400 SILVERADO TRAIL
NAPA, CA 94558
(Current mailing address)

8. FEDERALLY LICENSED MANUFACTURER SELLING WINE TO FLORIDA WHOLESALERS
(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:
The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Andrew Polizzi

(Registered agent's signature)

ANDREW POLIZZI- PRENTICE-HALL CORPORATION SYSTEM, INC.

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: NELL M. SWEENEY

Address: 7400 SILVERADO TRAIL

NAPA, CA 94558

Vice President: _____

Address: _____

Secretary: JACK ROBERTS, JR.

Address: 871 SOUTHHAMPTON

PALO ALTO, CA 94303

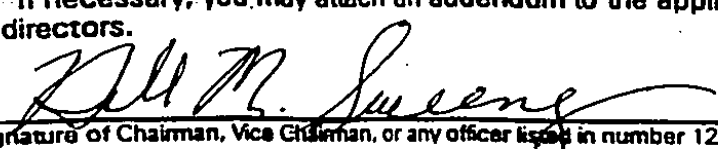
Treasurer: CHARLES M. SWEENEY

Address: 7400 SILVERADO TRAIL

NAPA, CA 94558

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)

NELL N. SWEENEY, PRESIDENT

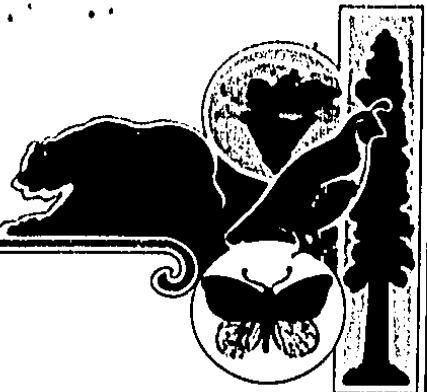
14.

NELL N. SWEENEY, PRESIDENT

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

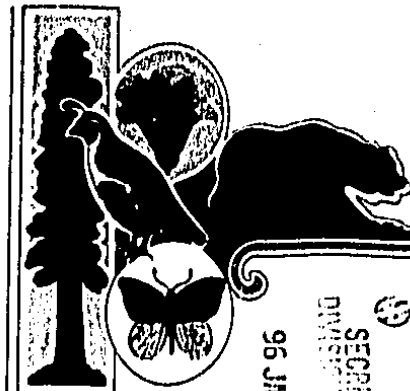
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DIVISION OF REGISTRATIONS



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 14th day of April, 19 93

VINE CLIFF WINERY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

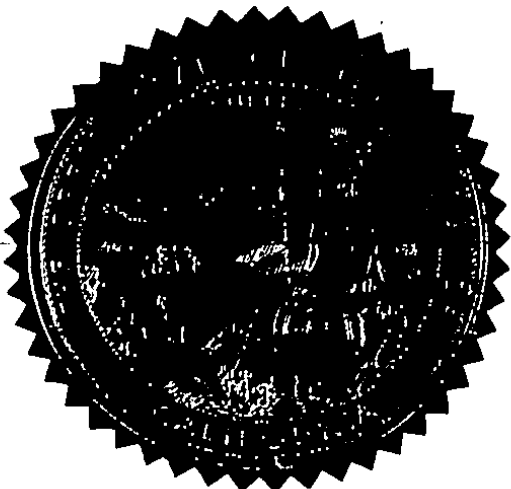
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
21st day of December, 1995



Bill Jones
BILL JONES
Secretary of State