

TRANSMITTAL LETTER

F960000000148

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: RUTHERFORD BENCHMARKS, INC.
(Name of corporation)

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:

JANET LAMBORN
(Name of Person)
RUTHERFORD BENCHMARKS, INC.
(Firm/Company)
P.O. Box 460
(Address)
Rutherford, CA 94573
(City, State and Zip Code)

W95-25066
700001672167
-12/27/95--01077--001
*****70.00 *****70.00

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

Janet Lamborn at (707) 965-2811
(Name of Person) Area Code & Daytime Telephone Number
Fax 707/963-3593

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 28, 1995

GREGORY B. SIMPSON
RUTHERFORD BENCHMARKS, INC.
21107 SWEETWATER LN
BOCA RATON, FL 33428

SUBJECT: RUTHERFORD BENCHMARKS, INC.
Ref. Number: W95000025066

We have received your document for RUTHERFORD BENCHMARKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This office requires the original signature for the registered agent accepting designation.

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.

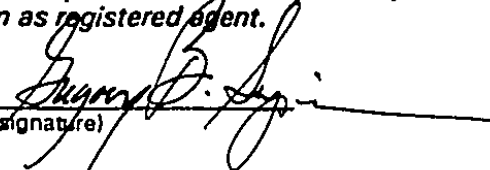
Doug Dickinson
Document Specialist

Letter Number: 095A00055569

**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. RUTHERFORD BENCHMARKS, 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. Delaware
(State or country under the law of which it is incorporated)
3. 68-0350252
(FEI number, if applicable)
4. 2/21/95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. New application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. RUTHERFORD BENCHMARKS, INC.
P.O. Box 460, Rutherford, CA 94573
(Current mailing address)
8. Wine sales to licensed wholesalers in Florida
(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: Gregory B. Simpson
Office Address: 21107 Sweetwater Lane
Boca Raton, Florida, 33428
(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.

See attached 
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard J. Connaughton
One Forbes Road
Lexington, MA

Director: Gregory B. Simpson
21107 Sweetwater Lane
Boca Raton, FL

Director: Anthony A. Bell
1155 Mee Lane
St. Helena, CA 94574

Director: George W.T. Eisenberg
219 Westmont
West Hartford, CT

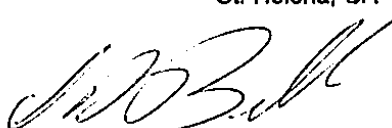
B. OFFICERS

Sec/Treas: Richard J. Connaughton
One Forbes Road
Lexington, MA

President: Gregory B. Simpson
21107 Sweetwater Lane
Boca Raton, FL

Vice President:
Anthony A. Bell
1155 Mee Lane
St. Helena, CA 94574

12.


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

13. ANTHONY A. BELL

VICE PRESIDENT, DIRECTOR

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RUTHERFORD BENCHMARKS, INC." 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 SEVENTH DAY OF DECEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 AM 8:48




Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7739146

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12-07-95