

F9600000/245

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Balthazard Wine Inc.  
(Name of corporation - must include suffix)

W96-4412

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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:

Andrée Savard  
(Name of Person)  
Balthazard Wine Inc.  
(Firm/Company)  
143 Seignior Ave.  
(Address)  
Pointe-Claire, Quebec H9R 4S5 Canada  
(City, State and Zip Code)

*JS*

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

Andrée Savard at ( 514 ) 694 - 1548  
(Name of Person) Area Code & Daytime Telephone Number  
Fax (514) 694-5525

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**  
Handra H. Mortham  
Secretary of State

February 27, 1996

**ANDREE SAVARD  
BALHAZARD WINE INC  
143 SEIGNIORY AVE.  
POINTE-CLAIRE QUEBEC CANADA, H9R-4S5**

**SUBJECT: BALHAZARD WINE INC.  
Ref. Number: W96000004412**

We have received your document for BALHAZARD WINE 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):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 8 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

You have submitted a "Certificate of Incorporation". Our office requires a "Certificate of Existence".

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate 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) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 006A00008539

143 Belgoiray Ave.  
Pointe-Claire, Quebec  
H9K 4K3 Canada

**Baldonard Wine Inc.**  
Importer & Distributor

TEL: (514) 694-1348  
FAX: (514) 694-5323

March 8, 1996

Mrs. Peta Lott  
Corporate Specialist Supervisor  
Florida Department of State

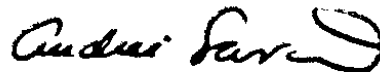
Dear Mrs. Lott:

Please find attached the following documents as required in your letter dated February 27, 1996 to complete my application as a foreign company doing business in Florida:

- 1) Your letter dated February 27, 1996
- 2) Transmittal Letter
- 3) Application form properly completed
- 4) Certificate of Existence dated
- 5) Copy of application for Federal Employer Identification Number.

I hope this will meet your requirements and acceptance for the qualification of my company. I thank you very much for your patronage.

My best regards,



Andrée Savard

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTE  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO  
STATE OF FLORIDA:**



1. Balthazard Wine Inc.  
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of  
 abbreviation 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. Canada 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 20, 1995 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. "Upon qualification"  
(Date firm transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 143 Delany Ave., Pointe-Claire, Quebec H9R 4S5 Canada  
(Current mailing address)

8. Wholesale and Distribution of wines  
(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: Barthco International Inc.

Office Address: 7205 Corporate Center Drive  
Suite 405 Miami, Florida, 33126  
(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.*

*Barthco International Inc.*  
(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Andrée Savard

Address: 143 Seigneurie Ave.

Pointe-Claire, Quebec H9R 4S5 Canada

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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. Andrée Savard - President  
(Typed or printed name and capacity of person signing application)



Industry Canada / Industrie Canada

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

**CERTIFICATE OF COMPLIANCE  
S.S. 263(2)**

**CERTIFICAT DE CONFORMITÉ  
S.S. 263(2)**

**VINS BALTHAZARD INC./  
BALTHAZARD WINE INC.**

**321211-4**

Name of corporation / Dénomination de la société

Number / Numéro

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the *Canada Business Corporations Act* and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns and Financial Statements.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions* et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels et les états financiers dont l'envoi est requis.

*Glaise M. Collins*

Deputy Director - Directeur adjoint

March 5, 1996 / le 5 mars 1996

Date

RECEIVED  
REGISTRATION  
SECTION  
MARCH 11 AM 9:03  
1996