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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-06/04/96--01169--006
*****70.00 *****70.00

SUBJECT: Vintage Northwest, 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:

Sheryl Johnson
(Name of Person)
Vintage Northwest, Inc
(Firm/Company)
1809 7th Ave Suite 800
(Address)
Seattle, WA 98101
(City/State/Zip)

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

Sheryl Johnson at (206) 682-8867
(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 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. Vintage Northwest, 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. Washington
(State or country under the law of which it is incorporated)
3. 91-1326414
(FEI number, if applicable)
4. 12/24/85
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending - we had formerly had license & filed certificate of withdrawal
we are now applying for a new license
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1809 7th Ave Suite 800
Seattle, WA 9801
(Current mailing address)
8. Sale of wine to 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CI Corporation System
Office Address: 1200 South Pine Road
Plantation, FL 98101 Florida,
(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 letter
(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.

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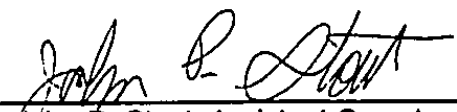
CONSENT TO SERVE AS REGISTERED AGENT

C T Corporation System, c/o C T Corporation System, 1200 South Pine Island
Road, Plantation, Florida 33324, does hereby consent to serve as Registered Agent
the state of Florida for the following company:

Vintage Northwest Incorporated
(Name of Corporation or limited partnership)

We understand that as agent, it will be our responsibility to receive service of
process; to forward all mail; and to immediately notify the Office of the Secretary of
State in the event of our resignation, or of any changes in the Registered Office address.

DATED this 28th day of May, 1996



John P. Stout, Assistant Secretary

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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: _____

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

President: Richard Hansen

Address: 2114 219th Place NE

Redmond, WA 98053

Vice President: Cary Dasté

Address: 2309 187th Avenue NE

Redmond, WA 98053

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Cary Dasté
(Typed or printed name and capacity of person signing application)

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its

hereby issue this certificate that according to the records on file in this office,

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

VINTAGE NORTHWEST, INC.

I FURTHER CERTIFY that the records on file in this office show that the

above named profit corporation was formed under the laws of the

State of Washington and was issued a certificate of incorporation

in Washington on December 24, 1985.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

has been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: March 28, 1996

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

RALPH H. MUNRO

Ralph Munro, Secretary of State

H. Kramer

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