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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700001981027--7
-10/21/96--01032--001
****122.50 ****122.50

SUBJECT: Heron Hill Vineyards, 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:

Dawn Carmell
(Name of Person)
Heron Hill Vineyards, Inc.
(Firm/Company)
9249 County Rte. 76
(Address)
Hammondsport, NY 14840
(City/State/Zip)

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

Dawn Carmell at (716) 234-4410 or
(Name of Person) (Area Code & Daytime Telephone Number)
716 482-7204

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1993

DAWN CARMELL
HERON HILL VINEYARDS, INC.
9249 COUNTY RT 78
HAMMONDSPORT, NY 14840

SUBJECT: HERON HILL VINEYARDS, INC.
Ref. Number: W96000019319

We have received your document for **HERON HILL VINEYARDS, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

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 6 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.

Please type or neatly print the registered agent's name and address.

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: 396A00042635

**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. Heron Hill Vineyards, 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. New York 3. 16-1080336
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/18/77 5. Perpetual
(Date of Incorporation) (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 817.135, F.S.))

7. 9249 County Rte 76
Hammondsport, NY 14840
(Current mailing address)

8. Distribution of wine
(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)

Mel Dick, S.W.S. Name: Mel Dick - S.W.S.
1600 NW 163 St. Office Address: 1600 NW 163 St.
Miami, Florida, 33169
(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.

(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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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: John Ingle, Jr.

Address: 5970 Hicks Rd
Naples, NY

Vice President: _____

Address: _____

Secretary: Josephine Ingle

Address: 5970 Hicks Rd.
Naples, NY

Asst. Secretary: Phil Hazlitt

Treasurer: _____
Address: 203 South Glen Ave
Watkins Glen, NY 14891

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

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

14. John Ingle, Jr., President
(Typed or printed name and capacity of person signing application)

State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of HERON HILL VINEYARDS, INC. was filed on 02/18/1977, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of July
one thousand nine hundred and
ninety-six.



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