

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

F9600006407

ST. ALEXANDER
ANGELLO
HARRY BISHOP
Y. O. BROWN
J. A. DUNWAY
JANET L. COOPER
FARO DIAZ
JOCELYN DOANE
ANTHONY S. DUKE
MICHAEL EARLEY
J. B. HAWKINS
THOMAS M. HENRY
PETER S. HOLTON
MAURICE KLEINFELD

ALAN R. TOLSON
JOHN B. THORP
DANIEL E. WATMAN
H. ADAMS WEAVER

FLAGLER COUNTY
808 SOUTH FLAGLER AVE
ELM HILL FLO
WEST PALM BEACH, FLORIDA 33401
PHONE: 8478
WEST PALM BEACH, FLORIDA 33402-3478
(888) 880-3000
FAX: (888) 832-1484

WHITTEN'S DIRECT LINE: _____

HENRY L. MATHAL
HARRIS MATHAL
1908-1984
H. BRUCE JONES
1904-1999
PAUL G. WOLF
1959-1991
RETIRED
WILLIAM A. FOSTER
OF COUNSEL
L. MARTIN FLANAGAN
JACK A. PLUGG

December 3, 1996

800002027658--2
-12/12/96--01081--017
*****70.00 *****70.00

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002027658--2
-12/12/96--01081--018
*****400.00 *****400.00

Attention: Doug Dickinson

RE: Vina Conde Del Maule, S.A.
Application for Authorization to Transact Business
Our File No. 18761.1

Dear Mr. Dickinson:

Pursuant to our recent telephone conversation, enclosed please find the following on behalf of my client, Vina Conde Del Maule, S.A.:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. An authentic and translated version of a Certificate of Existence; and
4. Check payable to the Division of Corporations in the amount of \$70.00.

Translated into English, Vina Conde del Maule means "Vineyard of the Count of Maule."

Division of Corporations
December 3, 1996
Page 2

If you have any questions or if I can be of any further assistance to you in processing my client's Application by Foreign Corporation for Authorization to Transact Business in Florida, please do not hesitate to contact me.

Thank you for your attention to this matter

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: M. Tracey Biagiotti
M. Tracey Biagiotti

MTB/ssm
Enclosures
cc: Mr. Robert L. Ross

**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. Vina Condo del Maulo S.A. (CORPORATION)
(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. CHILE 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 12.01.94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12.15.94
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. Avenida San Miguel 2831. Talca
Chile
(Current mailing address)
8. Wine and its By-Products Commercialization
(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: Robert L. Ross
- Office Address: 241 Sevilla Avenue,
Suite P.H. + Coral Gables, Florida, 33134
(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.

Robert L. Ross
(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: Arnoldo Sanchez Muñoz

Address: 1 Sur 886, 3° piso, Talca, Chile

Vice Chairman: René Royon Schiffrin

Address: Maruri 839, Santiago, Chile

Director: Carlos Zaror Zaror

Address: Avenida San Miguel 2031, Talca

Chile

Director: -----

Address: -----

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

President: Arnoldo Sanchez Muñoz

Address: 1 Sur 88, 3° piso. Talca, Chile

Vice President: -----

Address: -----

Secretary: -----

Address: -----

Treasurer: Carlos Santelices Vergara

Address: Cooperativa Piduco, casa N239 - Talca

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

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

14. Arnoldo Sanchez Muñoz . President
(Typed or printed name and capacity of person signing application)

OFFICIAL TRANSLATION

Under the oath prescribed by article sixty-three of the Civil Procedure Code of the Republic of Chile, I do hereby certify that the following translation from the Spanish original numbered 96/5338 is genuine. -----

----- RUBRICATO NE VARIETUR -----



ABSTRACT

----- The document whereof the translation follows herebelow is a true copy of an ABSTRACT, issued in the Spanish language, on one folio, typewritten, signed; authorized and legalized according to Chilean laws and reads as follows: ----

----- (Letterhead)-----

----- Rolando Iglesias López -----

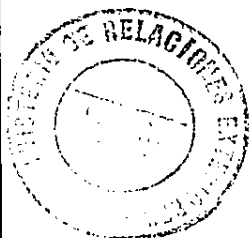
----- Real Estate, Trade, Mining Registrar and Court Recorder-----

----- Folios 972-973 -----

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--//-----
----- No. 376 -----
----- Abstract-----
----- "Viña Conde del Maule S.A." -----
----- Talca, December seventh, one thousand nine hundred
and ninety-four. -----
----- On the date hereof, I have recorded as follows: --
----- "Abstract.- I, Juan Bianchi Astaburuaga, Incumbent
Notary Public, 1 Norte 841, do hereby certify that by public
deed granted before me, "Cooperativa Agrícola Vitivinícola de
Talca Limitada", engaged in the business denoted in the name of
said corporation, domiciled at Avenida San Miguel No. 2,631,
Talca; Mr. Alberto Arnoldo Sánchez Muñoz, a business
administrator, domiciled at 1 Sur No. 885, Talca; Mr. Patricio
Durán Marcos, an architect, having the same domicile as above;
Sociedad Forestadora Nacional Limitada, having an ample line
of business, domiciled at Avenida Bernardo O'Higgins No. 886,
eighth floor, Santiago; and "Banasur Sociedad Anónima", having
an ample line of business, domiciled at Maruri No. 639,
Santiago, do hereby organize a close corporation under the name
of "Viña Conde del Maule S.A.". The registered address of the
corporation shall be located in Talca, without prejudice to
such branches as the Board of Directors may decide to establish
in other localities within the country or abroad. The
corporation shall have a perpetual duration. The purposes for
which the corporation is organized are to produce, import,
export, distribute and, generally, deal in wine and its by-
products as well as in any kind of alcoholic and non-alcoholic
beverages and products related to such beverages, whether by



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itself or by third parties. Particularly, the corporation shall market the wine produced by members of "Cooperativa Agrícola Vitivinícola de Talca Limitada" and shareholders of "Viñedos del Maule S.A.". The corporation shall also provide consulting services in viticulture and viniculture, as well as in enologic areas and in all other activity having a direct or indirect relation with viticulture and viniculture; act as business representative of producers or distributors of wine products; and operate wine or beverage processing facilities, whether of its own or of third parties. - Capital: Ch\$500,000,000, divided into 500,000 registered shares without par value, of a same series. The capital has been fully subscribed and contributed as follows: 33,4% (or Ch\$167,000,000) fully paid. The balance shall be paid as follows: Ch\$ 33,000,000 within a one-year term and Ch\$300,000,000 in a term not exceeding 3 years. All other stipulations are contained in the deed subject matter of this abstract. -----

----- Talca, December 1, 1994." -----

----- There is an illegible signature and a seal reading: "Juan Bianchi Astaburuaga, Notary Public, Talca." - "Juan Bianchi Astaburuaga, Notary Public." -----

----- True to the copy recorded under No. 324 at the end of this Register. -----

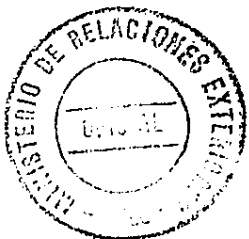
----- Abstract requested by Mr. René Reyes Schifferli, Attorney-at-law -----

----- Illegible signature -----

----- True to the original recorded in the Register -----

----- Talca, November 4, 1996 -----

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----- Illegible signature -----

----- Seal: Andrea Iglesias Noack - Deputy Real Estate,
Trade, Mining Registrar and Court Clerk - Talca, Chile -----

----- CERTIFICATE OF EFFECTIVENESS -----

----- I do hereby certify that, as of this date, the
foregoing recording is in full force and that no articles of
dissolution or transfer have been filed. -----

----- Talca, November 4, 1996 -----

----- Illegible signature -----

----- Seal: Andrea Iglesias Noack - Deputy Real Estate,
Trade, Mining Registrar and Court Clerk - Talca, Chile -----

----- No. - The Department of Justice of Chile
does hereby certify the authenticity of the signature set by
Ms. A. Iglesias. -----

----- Santiago, November 12, 1996 -----

----- Illegible signature -----

----- Patricio Cajales G. -----

----- Legalization Officer -----

----- The Ministry of Foreign Affairs of Chile does
hereby legalize the signature of Mr. P. Cajales. -----

----- Illegible signature -----

----- Manuel Verdejo M. -----

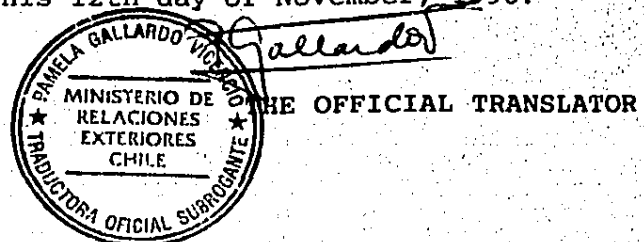
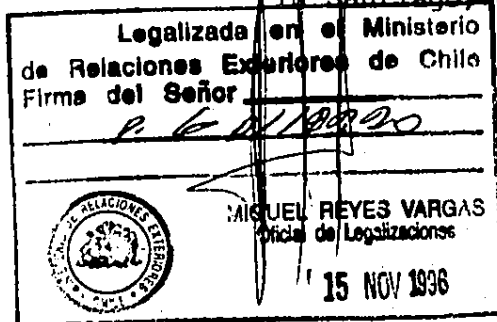
----- Legalization Officer -----

----- November 12, 1996 -----

----- Seal: Ministry of Foreign Affairs - Chile -----

=====

IN WITNESS WHEREOF, I have hereunto set my hand and signature
in Santiago, Chile, on this 12th day of November, 1996.



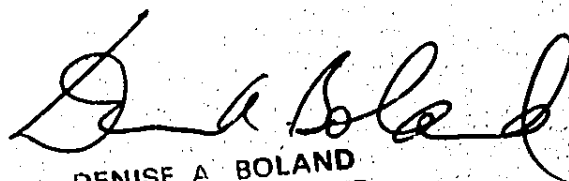
REPUBLIC OF CHILE
PROVINCE AND CITY OF SANTIAGO
EMBASSY OF THE UNITED STATES OF AMERICA

)
) 881
)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **Miguel Reyes Vargas** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **NOV. 15, 1996** the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this day of

NOV 18 1996



DENISE A. BOLAND
CONSUL OF THE UNITED
STATES OF AMERICA

ROLANDO IGLESIAS LOPEZ
Conservador de Bienes Raíces, Comercio,
Minas y Archivo Judicial
TALCA

Fm.973.-

12 NOV. 1996
EXTRA/URGENCIA
Plazo Normal [] Mod. Urg. [] Urgente []
96/5338

Accionistas de "Viñedos del Maule S.A." - Tam-

Los serán objetivos de la sociedad la asistencia
técnica vitivinícola y enológica y toda otra
actividad relacionada directa o indirectamente
con la vitivinicultura; la representación comer-
cial de productores, fabricantes o distribuidores
de productos vitivinícolas; y la explotación
de plantas procesadoras de vinos o bebidas en
general, ya sean propias o ajenas.- Capital:
\$500.000.000, dividido en 500.000 acciones nomina-
tivas, de una misma serie sin valor nominal.

Capital íntegramente suscrito y pagado en un
33,4%, correspondiente a \$167.000.000 ingresados

a la caja social. Saldo se pagará como sigue:
\$33.000.000 dentro del plazo de 1 año y -----
\$300.000.000 en plazo máximo de 3 años. Otras

estipulaciones en escritura que extra 9654-10 Talca,

1º Diciembre 1994.- Hay firma de []

que se lee: "Juan Bianchi Astaburuaga, []

Público, Talca".- "Juan Bianchi Astaburuaga,

Notario Público".- Conforme con la copia que

dejo archivada bajo el número 324 al final del

presente Registro.- Requirió don René Reyes Schi-

fferli, abogado.-

Legalizada en el Ministerio de Relaciones Exteriores de Chile	Legalizada en el Ministerio de Relaciones Exteriores de Chile
Firma del Secretario	Firma del Secretario

CERTIFICADO DE AUTENTICIDAD: CERTIFICADO que la inscripción que consta de la copia que precede se encuentra vigente hoy, sin que tenga el margen de transacciones ni cancelaciones.

4 NOV 1996



EL MINISTERO DE INTERIO DE CHILE CERTIFICA LA AUTENTICIDAD DE LA FIRMA

NOV 1996

CAJALES G. ENFO

TALCA.

ME CON SU ORIGINAL EN EL REGISTRO DE

04 NOV. 1996



Nº 376.- Talca, siete de diciembre de mil novecientos
 noventa y cuatro.- Con esta fecha procedo a ins-
 cribir lo siguiente: "EXTRACTO.- JUAN BIANCHI
 ASTABURUAGA, Notario Titular, 1 Norte 841, certi-
 fica: Por escritura pública, hoy ante mí, "COOPE-
 RATIVA AGRICOLA VITIVINICOLA DE TALCA LIMITADA",
 del giro de su denominación, domiciliada Avenida
 San Miguel Nº2.631, Talca; ALBERTO ARNOLDO SANCHEZ
 MUÑOZ, ingeniero comercial, domiciliado en 1
 Sur Nº885, Talca; PATRICIO DURAN MARCOS, arqui-
 tecto, del mismo domicilio anterior; SOCIEDAD
 FORESTADORA NACIONAL LIMITADA, del giro amplio,
 domiciliada en Avenida Bernardo O'Higgins Nº886,
 octavo piso, Santiago; y "SANASUR SOCIEDAD ANONI-
 MA", de giro amplio, domiciliada en Maruri Nº39,
 Santiago, constituyen sociedad anónima cerrada,
 con el nombre de VINA CONDE DEL MAULE S.A.. Su
 domicilio será Talca, sin perjuicio sucursales
 que el Directorio acuerde establecer en otros
 lugares del país o extranjero. Duración indefini-
 da. El objeto de la sociedad será la producción,
 elaboración, importación, exportación, distribu-
 ción y, en general, comercialización en cualquiera
 de sus formas, de vinos y sus subproductos y
 de todo tipo de bebidas alcohólicas y analcohóli-
 cas y de productos relacionados con estas bebidas,
 sean de producción propia o de terceros. En espe-
 cial, será objeto preferente la comercialización
 del vino de los asociados de la Cooperativa Agrí-
 cola Vitivinícola de Talca Limitada, y de los//