

F9800000/018



January 19, 1998

Qualification/Tax Lien Section
Division of Corporation
409 East Gaines St.
Tallahassee, FL 32399

300002412213-- 4
-01/25/98--01126--007
*****70.00 *****70.00

Dear Sir/Madam:

W98-1839

Please find enclosed an application to qualify Kendall-Jackson Winery, Ltd., to transact business in the State of Florida. If you have any questions, please feel free to contact me at (707) 547-4752. Thank you for your assistance.

Enclosures:

1. Application by foreign corporation for authorization to transact business in Florida.
2. Certificate of existence for Kendall-Jackson Winery, Ltd. issued by the Secretary of State in Delaware.
3. Check #3619 in the amount of \$70.00 for fee's.

02/23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:05

Sincerely,
KENDALL-JACKSON WINERY, LTD.

Lora Staggs-Harris

Lora Staggs-Harris
Compliance Manager

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kendall-Jackson Winery, LTD / dba Majestic Marketing Group
(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:

<u>Lora Staggs-Harris</u>
(Name of Person)
<u>Kendall-Jackson Winery, LTD</u>
(Firm/Company)
<u>421 Aviation Blvd.</u>
(Address)
<u>Santa Rosa, CA 95403</u>
(City/State/Zip)

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

<u>Lora Staggs-Harris</u>	at (<u>707</u>) <u>547-4752</u>
(Name of Person)	(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

January 27, 1998

LORA STAGGS-HARRIS
KENDALL-JACKSON WINERY, LTD.
421 AVIATION BLVD.
SANTA ROSA, CA 95403

SUBJECT: KENDALL-JACKSON WINERY, LTD.
Ref. Number: W98000001839

We have received your document for KENDALL-JACKSON WINERY, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

If you wish to transact business in Florida by the name MAJESTIC MARKETING GROUP, you must file a fictitious name application. Please find one enclosed for your convenience.

Please type or print the name and capacity of the person signing the application on line 14.

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. (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.)

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 198A00004490

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DIVISION OF CORPORATIONS
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February 29, 1998

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

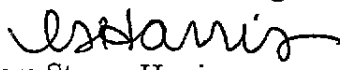
Attn: Jennifer Sindt

RE: Letter Number : 198A00004490

Dear Jennifer:

Please find enclosed our Application by Foreign Corporation for Authorization to Transact Business in Florida with the noted corrections in your letter dated January 27, 1998. I will forward the Application for Registration of Fictitious Name on to the appropriate department as soon as I have received the Florida Registration Number from your department. If you have any questions, please feel free to contact me at (707) 547-4752. Thank you for your assistance.

Sincerely,
KENDALL-JACKSON WINERY, LTD.
Dba Majestic Marketing Group


Lora Staggs-Harris
Compliance Manager

FILED
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DIVISION OF CORPORATIONS
98 FEB 23 PM 2:06

**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. Kendall-Jackson Winery, LTD. / ~~dba Majestic Marketing Group~~
(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 3. 94-3040414
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/11/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. pending-upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 421 Aviation Blvd., Santa Rosa, CA 95403
(Current mailing address)

8. sale of wine to licensed wholesalers in the state of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

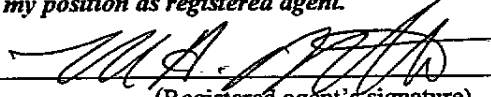
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Rick Bonitati

Office Address: 1300 East Hillsboro Blvd., Suite 201
Deerfield Beach, Florida, 33441
(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.

 1/20/98
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached list

Address: _____

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. Paul M. Ginsburg / Exec. Vice President International Counsel
(Typed or printed name and capacity of person signing application)

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Kendall-Jackson Winery, Ltd.
DBA. Majestic Marketing Group – *Officers & Directors*

<u>Name</u>	<u>Title/Position</u>	<u>Address</u>
Jess S. Jackson	Chief Executive Officer President	4586 Thomas Road Healdsburg, CA 95448
Paul M. Ginsburg	Executive Vice President International & Counsel Chief Financial Officer Secretary	P.O. Box 1774 Ross, CA 94957
Randall Clifton	Executive Vice President Farming & Development	9964 Troon Court Windsor, CA 95492
Ramona L. Cappello	Executive Vice President Sales & Marketing	80 Terrace Avenue San Rafael, CA 94901
Barbara Banke	Director	4586 Thomas Road Healdsburg, CA 95448
James K. Haynes	Director	61 La Campana Orinda, CA 94563
Harry H. Wetzel Jr.	Director	2000 Washington Street #7 San Francisco, CA 94109
Pete F. Scott Sr.	Director	40 Stonepine Road Hillsborough, CA 94010
Lawrence O. Kitchen	Director	5175 Island Forest Place Westlake Village, CA 91362

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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 "KENDALL-JACKSON WINERY, LTD." 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 TWENTIETH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:06




Edward J. Freel, Secretary of State

2125876 8300

981022771

AUTHENTICATION:

8874236

DATE:

01-20-98