

F98000003056

BEER & WINE SERVICES, INC.

211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435

May 26, 1998

State of Florida
Secretary of State
409 E. Graines Street
Tallahassee, FL 32399

200002540572-9
-05/29/98-01040-003
****131.25 ****131.25

RE: Application to Transact Business for
RMS Vineyards, Inc.

Dear Sir or Madam:

Enclosed herewith for your review and approval for RMS Vineyards, Inc., is their Application for Authorization to transact Business in Florida, together with a Certificate of Good Standing from the State of Delaware. Also enclosed is a company check in the amount of \$131.25 to cover the required fee.

Should there be any questions concerning this filing, please feel free to contact me directly at (800) 788-0212.

Sincerely,

Teri L. Molini
Out-of-State Licensing

t1m
Enc.

9/5/29/98

98 MAY 29 PM 1:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Terri Molini
gave authorization
by phone to add
A.A. name. 5/29/98

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

FILED

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING STATE SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RMS VINEYARDS, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. MARCH 31, 1998

(Date of Incorporation)

4. ON-GOING

(Duration)

5. 13-3212016

(Federal Employer Identification number, if applicable)

6. UPON APPROVAL

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1250 CUTTINGS WHARF ROAD NAPA, CA 94558

(Current mailing address)

8. FEDERALLY LICENSED MANUFACTURER SELLING DISTILLED SPRITS TO FLORIDA WHOLESALE
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: PIERRE MICHEL ALSAC

Address: 11 PASSAGE FELIBIEN

44000 NANTES, FRANCE

Director: JULIE M. KINCH

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

B. Officers:

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98 MAY 29 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DAVID MEYERS

President: PIERRE MICHAEL ALSAC
Address: 11 PASSAGE FELIBIEN
44000 NANTES, FRANCE

Vice President: 1. REBECCA FAUST 2. JULIE M. KINCH
Address: 1169 LIMERICK LANE 1350 AVE. OF THE STARS 1350 AVE. OF THE
HEALDSBURG, CA 95448 NEW YORK, NY 10019 NEW YORK, NY STARS
10019

Secretary: JULIE M. KINCH
Address: 1350 AVENUE OF THE STARS
NEW YORK, NY 10019

Treasurer: MARTIN P. HALMI
Address: 1350 AVE. OF THE STARS
NEW YORK, NY 10019

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: Frances Obera
Office Address: 1201 HAYES ST.
TALLAHASSEE, Florida 32301
Zip Code

11. **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:

Frances Obera, Assistant Secretary

12. 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.

13. Rebecca Faust
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
REBECCA FAUST, VICE PRESIDENT

14. REBECCA FAUST, VICE PRESIDENT
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1 FILED
98 MAY 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RMS VINEYARDS INC." 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 SIXTH DAY OF MAY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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981171519

AUTHENTICATION:

9067012

DATE:

05-06-98