

F98000005300

HARLAN ESTATE

FILED
90 SEP 21 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 14, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are the following documents filed on behalf of Harlan Estate Winery:

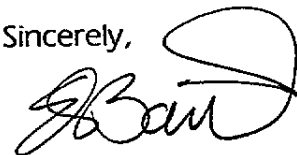
1. Application by Foreign Corporation for Authorization to Transact Business in Florida
2. Certificate of Good Standing
3. Check in the amount of \$70

000002644580--9
-09/21/98-01080-002
*****70.00 *****70.00

Please authorize this corporation's qualification to do business in Florida so that they may sell to wholesalers in your state.

If you have any questions, please call me at (707) 544-7045.

Sincerely,



Elise Baril
Compliance Agent

Encl.

AS 9/21/98

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Harlan Estate Winery, 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. California
(State or country under the law of which it is incorporated)
3. 68-0172004
(FEI number, if applicable)
4. June 2, 1993
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon approval
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P. O. Box 352 (1551 Oakville Grade)
Oakville, CA 94562
(Current mailing address)
sale of wine to wholesalers
8. _____
(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:

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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.

Naseem A. Conde
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

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: H. William Harlan

Address: 1551 Oakville Grade
Oakville, CA 94562

Vice Chairman: _____

Address: _____

Director: Deborah Beck Harlan

Address: 1551 Oakville Grade
Oakville, CA 94562

Director: Donald B. Weaver

Address: 1551 Oakville Grade
Oakville, CA 94562

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

President: H. William Harlan

Address: 1551 Oakville Grade
Oakville, CA 94562

Vice President: & Secretary: Donald B. Weaver

Address: 1551 Oakville Grade
Oakville, CA 94562

Secretary: _____

Address: _____

Treasurer: & CFO: Robert J. Levy

Address: 1551 Oakville Grade
Oakville, CA 94562

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

13. X

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

14. Donald B. Weaver

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 2nd day of June, 19 89,

HARLAN ESTATE WINERY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

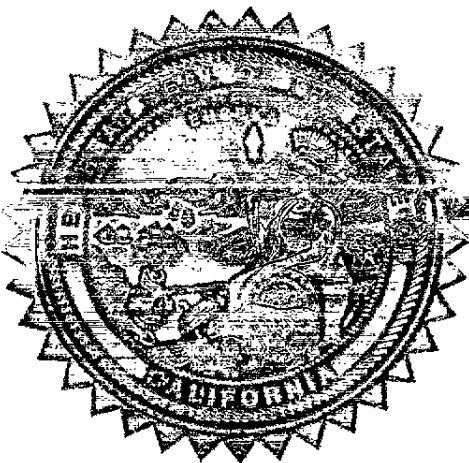
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

September 4, 1998



Bill Jones

Secretary of State

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