

F98000006191

BEER & WINE SERVICES, INC.

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

VIA AIRBORNE

November 5, 1998

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002683281--S
-11/09/98--01091--002
*****131.25 *****87.50

RE: Application for Authorization to Transact Business for
Global Vineyard Importers, Inc.

Dear Sir or Madam:

Enclosed herewith for your review and approval are the following documents for
the above captioned client:

- Application by Foreign Corporation for Authorization to
Transact Business in Florida
- Certificate of Good Standing from State of California
- ~~Authorization to sign documents~~
- Company check in the amount of \$131.25

Once the Authorization has been issued, please mail it to:

Beer & Wine Services, Inc.
Attn: Andrea L. Anderson
211 Wapoo, Suite 202
Calistoga, CA 94515

Should there be any questions regarding the application, please do not hesitate to
contact me directly at (800) 788-0212.

Sincerely,

Susan Moore

Susan Moore
Licensing Assistant

Enclosure

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TALLAHASSEE, FLORIDA

11/10/98

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GLOBAL VINEYARD IMPORTERS, 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:

ANDREA L. ANDERSON

(Name of Person)

BEER & WINE SERVICES, INC.

(Firm/Company)

211 WAPOO, SUITE 202

(Address)

CALISTOGA, CA 94515

(City/State/Zip)

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

ANDREA L. ANDERSON

(Name of Person)

at (800) 788-0212

(Area Code & Daytime Telephone Number)

STREET 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

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TALLAHASSEE, FLORIDA

**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. GLOBAL VINEYARD IMPORTERS, 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. 77-0440121
(FEI number, if applicable)
4. 10-04-96
(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. 2542 SOUTH BASCOMBE AVENUE, SUITE 104
CAMPBELL, CA 95008
(Current mailing address)
8. FEDERALLY LICENSED WINERY SELLING WINE TO FLORIDA WHOLESALERS
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET, SUITE 105
TALLAHASSEE, Florida, 32301
(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.
V. Men Shuteley
(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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TALLAHASSEE, FLORIDA

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: CURTIS ROGERS

Address: 2151 PASEO DEL ORO

SAN JOSE, CA 95124

Vice President: ROBERT SCHMIDT

Address: 3524 S. BASCOM AVE N3

CAMPBELL, CA 95008

Secretary: ROBERT SCHMIDT

Address: 3524 S. BASCOM AVE N3

CAMPBELL, CA 95008

Treasurer: STEVE SCHMIDT

Address: 2542 SOUTH BASCOMBE AVENUE, SUITE 104

CAMPBELL, CA 95008

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

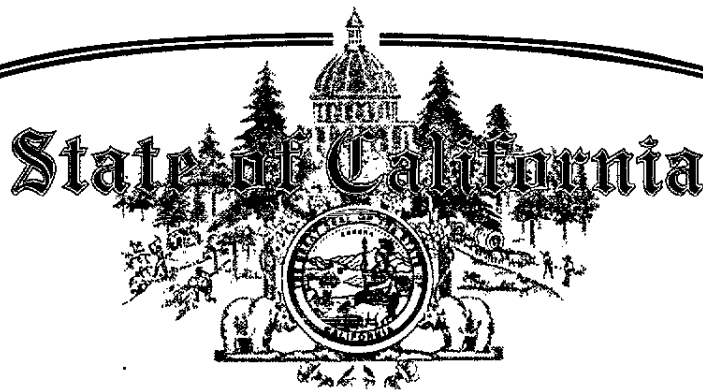
13. 

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

14. CURTIS ROGERS, PRESIDENT

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

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TALLAHASSEE, FLORIDA



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 4th day of October, 1996,

GLOBAL VINEYARD IMPORTERS, 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

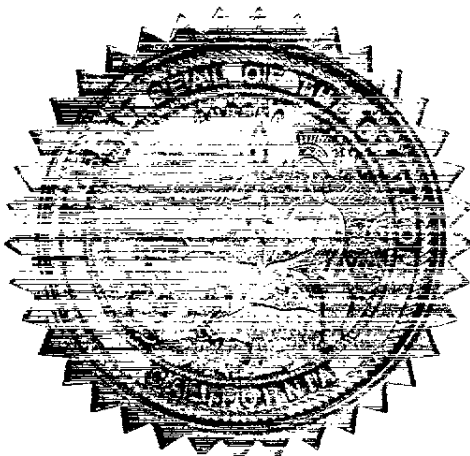
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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 29, 1998



Bill Jones

Secretary of State

avr