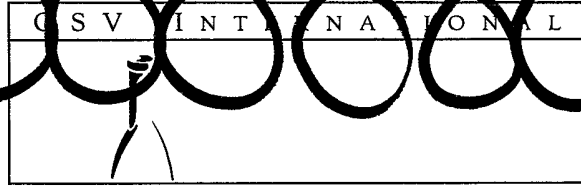


F99000000595



Jan 7, 1999¹⁹⁹⁸

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

via UPS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 AM 10:12

Dear Sir or Madam:

Enclosed are the following documents filed on behalf of Talisman Inc. dba GSV International:

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

mtm
2/1

000002734990--1
-01/08/99--01085--010
*****70.00 *****70.00
w99-629

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) 537-6700.

Sincerely,

Elise Baril
Compliance Agent

Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

ELISE BARIL
COMPLIANCE AGENT
70 W. MADISON, STE 727
CHICAGO, IL 60602

SUBJECT: TALISMAN, INC.
Ref. Number: W99000000629

We have received your document for TALISMAN, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 699A00001104

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -1 AM 10:12

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JEFF WALKER, do hereby certify
(Name)

that this Resolution of the Board of Directors of TALISMAN INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of ILLINOIS,

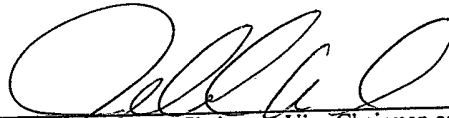
was duly adopted on JANUARY 27, 1999.

Be it resolved, that TALISMAN INC.,
(Corporate Name)

organized and existing in the State of ILLINOIS, hereby adopts the name

BEUDEN IMPORTING COMPANY for use in Florida

Dated: 1-27-99



Signature of either Chairman, Vice Chairman or any officer

JEFF WALKER

Type or print name

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DIVISION OF CORPORATIONS
99 FEB - 1 AM 10:12

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. Talisman, 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. Illinois 3. 36-3868341
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/19/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon issuance of authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 70 W. Madison, Suite 727
Chicago, IL 60602
(Current mailing address)

8. Sale of wine to wholesalers
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

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.

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DIVISION OF CORPORATIONS
99 FEB - 1 AM 10:12

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: Michael S. MacDougal

Address: 350 W. Belden #604, Chicago, IL 60614

Vice Chairman: Jeffrey L. Walker

Address: 2400 N. Lakeview #306, Chicago, IL 60614

Director: _____

Address: _____

Director: _____

Address: _____

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

President/Treasurer: Michael S. MacDougal

Address: 350 W. Belden #604, Chicago, IL 60614

Vice President/Secretary: Jeffrey L. Walker

Address: 2400 N. Lakeview #306, Chicago, IL 60614

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

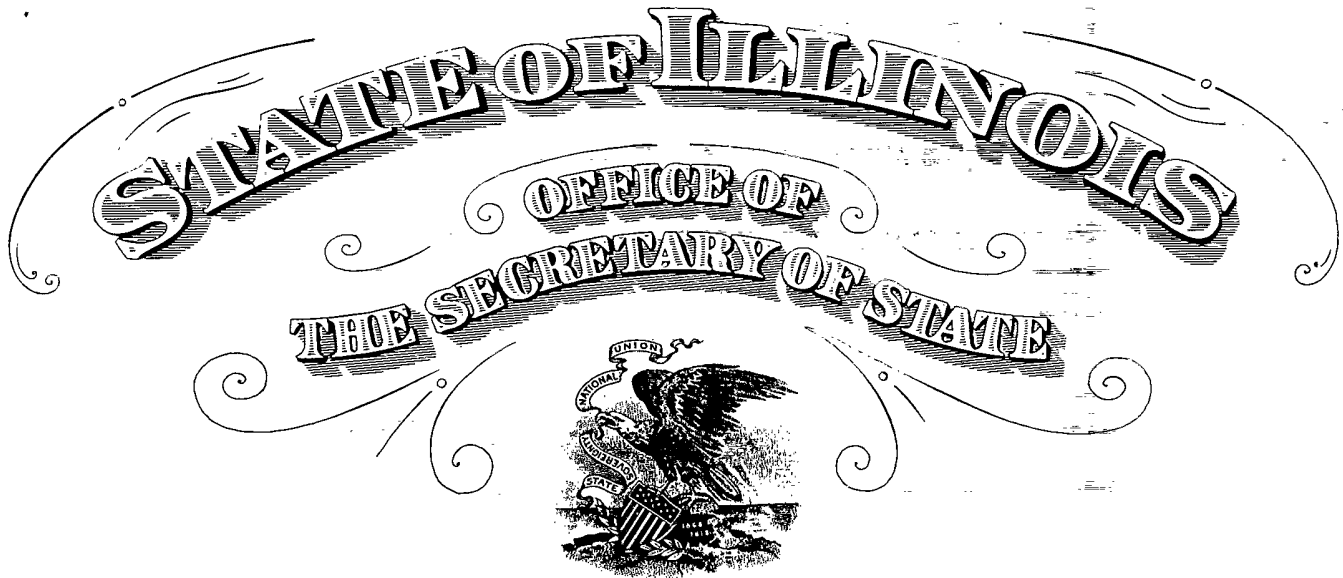
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Michael Mac Dougal, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 10:12

File Number 5714-710-5



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that TALISMAN INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 19, 1993, APPEARS
TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL
REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN
GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***

FILED
SECRETARY OF STATE
CORPORATIONS
FEB - 1 AM 10:12



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 4TH
day of DECEMBER A.D. 19 98

George H. Ryan

SECRETARY OF STATE