

BEER & WINE SERVICES INC

211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 442-6911
Fax (707) 442-9435

August 9, 1999

State of Florida
Secretary of State
409 E Gaines Street
Tallahassee, FL 32399

800002961158--8
-08/16/99--01123--001
*****87.50 *****87.50

RE: Henry Hill & Company

Dear Sir or Madam:

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

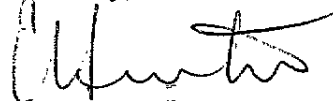
- Application by Foreign Corporation for Authorization to Transact Business in Florida
- Certificate of Good Standing from the State of California
- Company check in the amount of \$87.50, to cover said fees

Once authority to ship has been issued, please mail to:

Beer and Wine Services Inc
211 Wapoo, Suite 202
Calistoga, Ca 94515

If you should have any questions regarding this application, please contact me directly at (800) 788-0212.

Sincerely,



Elizabeth Hamamoto
Out of State Licensing

Enclosure

799-4294

Name	CP 8-19
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledge sent	
W. P. V.	

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Henry Hill & Company
(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 at (800) 788-0212
(Name of Person) (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

SECRETARY OF STATE
TALLAHASSEE, FL 32314

09 AUG 16 AM 8:30

FILED

**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. Henry Hill & Company
(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 3. 68-0028022
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/16/93 5. perpetual
(Date of incorporation) (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. 1281 Monticello Rd, Napa, CA 94558
Mail - P. O. Box 3989, Napa, CA 94558
(Current mailing address)

8. Sell wine to distributors
(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
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.

Corporation Service Company
By: Harvey E. Wehner
(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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99 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: William H. Hill

Address: 1094 Soda Canyon Rd., Napa, CA 94558

Vice Chairman: _____

Address: _____

Director: William H. Hill

Address: 1094 Soda Canyon Rd., Napa, CA 94558

Director: _____

Address: _____

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

President: William H. Hill

Address: 1094 Soda Canyon Rd., Napa, CA 94558

Vice President: _____

Address: _____

Secretary: Janet Wedekind

Address: _____

Treasurer: _____

Address: _____

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

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

14. William Hill, President
(Typed or printed name and capacity of person signing application)

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AUG 16 AM 8:30
SECRETARY OF STATE
CLERK OF COURTS
CLERK OF SUPERIOR COURT

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 16th day of May, 1983,

HENRY HILL & COMPANY

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

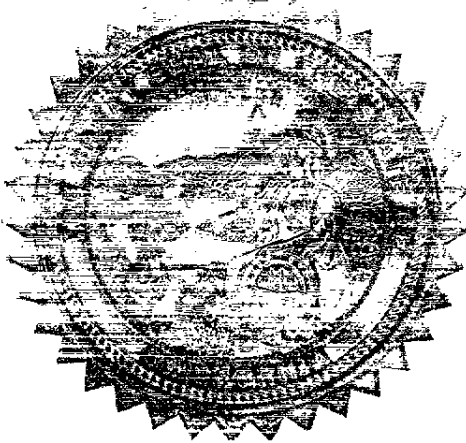
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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
August 3, 1999



Bill Jones

Secretary of State