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WILLIAM J. JOHNSON, JR.

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MJH

PALM BEACH COUNTY OFFICE

REPLY TO:
FT. LAUDERDALE

ONE LINCOLN PLACE
1900 GLADES ROAD
SUITE 401

December 8, 1999

BOCA RATON, FLORIDA 33431

CUS

600003071266--9
-12/15/99--01071--004
*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32301

Re: The Nightwine Company

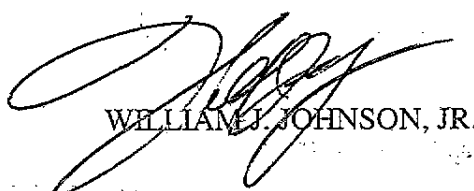
Dear Sir or Madam:

Enclosed please find the following documents:

1. An Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. A Certificate of Existence from the State of Pennsylvania; and
3. A check in the amount of \$78.75 for payment of the filing fee

Kindly return the Certificate and document number for this corporation to this office. If I can be of any further assistance in this registration process, please call.

Sincerely yours,


WILLIAM J. JOHNSON, JR.

WJJ/clg
Enclosures

cc: Gary A. Zlotnick, Esq.
John J. Fleming, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 15 PM 3:07

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

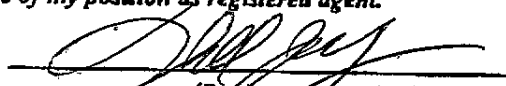
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. THE NIGHTWINE 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. Pennsylvania
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. May 17, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 257 N. State Road, Apt. 3D
Springfield, PA 19064
(Current mailing address)
8. Insurance investigation and claim adjustment
(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: William J. Johnson, Esquire
Office Address: 633 S. Andrews Avenue, Suite 200
Ft. Lauderdale, Florida, Florida, 33301
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 15 PM 3:07

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.


(Registered agent's signature)
WILLIAM J. JOHNSON, ESQUIRE

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)

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: Lorrie Fleming

Address: 155 Willowbrook Drive, Roswell, GA 30076

Vice Chairman: _____

Address: _____

Director: Linda Lyons

Address: 40 W. Overhill Circle

Media, PA 19063

Director: _____

Address: _____

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

President: Linda Lyons

Address: 40 W. Overhill Circle, Media, PA 19063

Vice President: William Nightwine, Sr.

Address: 355 N.E. 47th Court, Pompano Beach, Florida 33064

Secretary: Linda Lyons

Address: 40 W. Overhill Circle

Media, PA 19063

Treasurer: Linda Lyons

Address: 40 W. Overhill Circle, Media, PA 19063

Assistant Secretary/Treasurer: Lorrie Fleming, 155 Willowbrook Drive, Roswell, GA 30076

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. _____

Linda Lyons, President

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

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 29, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

THE NIGHTWINE COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

CFEN