

LO1000019319

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- VINTNER'S CELLAR OF FLORIDA, L.L.C.

2- \_\_\_\_\_

3- \_\_\_\_\_

4- \_\_\_\_\_

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait  Photocopy

Certificate of Status

NEW FILINGS	
Profit	
Non-Profit	
<input checked="" type="checkbox"/> Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

500004672695-1  
-11/08/01--01053--017  
\*\*\*\*160.00 \*\*\*\*160.00

Examiner's Initials

JB  
11-8-01

**ARTICLES OF ORGANIZATION  
OF  
VINTNER'S CELLAR OF FLORIDA, L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be **VINTNER'S CELLAR OF FLORIDA, L.L.C.** (the "Company").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 770 Waterloo Court, Naples, Florida 34120.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: NAPLES-LAWDOCK, INC., a Florida corporation, 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103. (91700071504)

**ARTICLE IV  
MANAGEMENT**

The Company will be managed by members in accordance with the Company's Operating Agreement.

**ARTICLE V  
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VI  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned member at Naples, Florida on the 6 day of NOVEMBER, 2001.

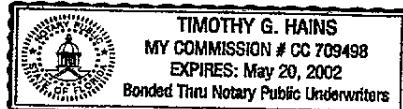
Alfred W. Lenz  
Alfred W. Lenz

STATE OF FLORIDA  
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this 6 day of NOVEMBER 2001, by Alfred W. Lenz, who ( ) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification.

(SEAL)

Timothy G. Hains  
Notary Public  
Print name: Timothy G. Hains  
My commission expires:



**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **VINTNER'S CELLAR OF FLORIDA, L.L.C.**

The name of the initial registered agent of the limited liability company is NAPLES-LAWDOCK, INC., a Florida corporation, its agent to accept service of process with Florida with a registered office located at 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

  
\_\_\_\_\_  
Alfred W. Lenz, Member  
Dated: NOV. 6, 2001

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, NAPLES-LAWDOCK, INC., a Florida corporation, hereby accepts the appointment as registered agent and agrees to act in that capacity. NAPLES-LAWDOCK, INC., a Florida corporation, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and NAPLES-LAWDOCK, INC., a Florida corporation, is familiar with and accepts the obligations of its position as registered agent.

NAPLES-LAWDOCK, INC., a Florida corporation

By:

  
\_\_\_\_\_  
Timothy G. Hains, Vice President

Dated: NOV. 6, 2001