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(Address)

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OF COUNSEL

*ALSO ADMITTED OHIO
**ALSO ADMITTED INDIANA
*ALSO ADMITTED ALABAMA
**ALSO ADMITTED DISTRICT
OF COLUMBIA
†PROFESSIONAL SERVICE
CORPORATION

June 30, 2003

Registration Section
Division of Corporations
Post Office Box 6357
Tallahassee, Florida 32314

RE: Pinnacle Wine Florida, LLC

Dear Sir or Madame:

Enclosed please find an original and copy of the Articles of Organization for the above-referenced company and a check for \$125.00. Please return a file stamped copy to the undersigned in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

GOLDBERG & SIMPSON, PSC

Carole L. Barney
Carole L. Barney
Paralegal

CLB/
enclosure

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LAW OFFICES

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502 589-4440
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SUBURBAN
10600 TIMBERWOOD CIRCLE
SUITE 1
LOUISVILLE, KY 40223
502 326-0008
FAX: 502 326-0656
WWW.GSATTY.COM

Articles of Organization of Pinnacle Wine Florida, LLC

The undersigned organizer, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, F.S. et seq., states the following:

Article I Name

The name of this limited liability company is Pinnacle Wine Florida, LLC, referred to in these Articles of Organization as the "Company".

Article II Address

The mailing address and street address of the principal office of the Company is:
17287 Perdido Key Drive, Suite 106, Pensacola, Florida 32507

Article III Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

James W. Viner
17287 Perdido Key Drive, Suite 106,
Pensacola, Florida 32507

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


James W. Viner

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Article IV
Management by Manager

The Company will be managed by the Manager, as further provided in the Company's Operating Agreement.

Article V
Dissolution

The duration of the Company shall be perpetual, save and until its dissolution in accordance with the Florida Limited Liability Act and the operating agreement of the Company.

Article VI
Indemnification

Except as otherwise provided under Florida Law, no member, manager, agent or employee of the Company shall be personally liable for the debts, obligations, or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

Article VII
Purpose and Powers

This Company is organized with a general business purpose, has all powers provided by law, and may use those powers for any lawful purpose.

Executed this 30 day of June, 2003

By:


Wayne F. Wilson, Organizer