

FROM HOLLAND & KNIGHT AMPA

(FAX) 10/31/03 5:56/ET 1:07/0.26.530 P 1

**03000042184**

Florida Department of State  
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Account Number : 072100000016  
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03 OCT 31 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**LIMITED LIABILITY COMPANY**

**The Country Vintner of Florida, LLC**

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03 OCT 31 PM 2:41  
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**ARTICLES OF ORGANIZATION  
OF  
THE COUNTRY VINTNER OF FLORIDA, LLC  
(a Florida Limited Liability Company)**

The undersigned authorized representative of a Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this Limited Liability Company is The Country Vintner of Florida, LLC (the "Company").

**ARTICLE II**

**Duration**

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

**ARTICLE III**

**Purpose**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida or as otherwise provided in the Company's operating agreement.

**ARTICLE IV**

**Address**

The mailing address of the Company is P.O. Box 217, Oilville, Virginia 23129, and street address of the principal office of the Company is 1655 Broad Street Road, Maidens, Virginia 23102.

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#### ARTICLE V

##### Registered Agent, Registered Office and Registered Agent's Signature

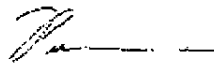
The Florida street address of the registered office of this Company shall be: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

#### ARTICLE V

##### Withdraw

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether such distributions and other payments equal the fair value of such withdrawing Member's interest in the Company, as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

IN WITNESS WHEREOF, the undersigned representative of a member has signed these Articles of Organization this 31<sup>st</sup> day of October, 2003.

  
\_\_\_\_\_  
Peter A. Schoemann

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FROM HOLLAND & KNIGHT TAMPA  
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Registered Agent Acceptance

*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 as provided for in Chapter 608, F.S.*

CORPORATION SERVICE COMPANY

By: Carla Lohi Carla Lohi  
Asst. Vice President

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