


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 15 AM 10:46

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| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
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| FILING FEE \$ 188.75 | Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE |
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| 1 Name and Mailing Address of Limited Liability Company USA WINE SOUTH, LLC 1350 SHEELER ROAD APOPKA FL 32703 | DOCUMENT # L98000002618 |
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| 1a. Principal Place of Business Address 1350 SHEELER ROAD APOPKA FL 32703 |
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| 2 Principal Place of Business Suite, Apt. #, etc. City & State Zip Country | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country |
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| 3. Date Organized or Qualified 11/09/1998 | 3a. State of Formation FL |
| 4. FEI Number 59-3540589 | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 5. Date of Last Report | 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/> |

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| 7. Name and Address of Current Registered Agent FLATTERY, JOHN J JR. 1350 SHEELER ROAD APOPKA FL 32703 |
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| 8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code 32703 |
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when not a director)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MGR | FLATTERY, JOHN J JR. | 157 ROBIN ROAD | WEST HARTFORD CT |
| MGR | STAFFORD, PHILIP | 1605 OXFORD ROAD | CHARLOTTESVILLE VA |

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****188.75 ****188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  4/13/99 (407) 880-6811