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BEER & WINE SERVICES, INC.

211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435

March 3, 2000

State of Florida
Secretary of State
409 E Gaines Street
Tallahassee, FL 32399

400003168064--4
-03/13/00--01156--017
****125.00 ****125.00

RE: South Bay Wine Group LLC

Dear Sir or Madam:

Enclosed herewith for your review and approval are the following documents for the above mentioned client:

- Application by Foreign Corporation for Authorization to Transact Business in Florida
- Certificate of Good Standing from the State of California
- Company check in the amount of \$125.00, to cover said fees

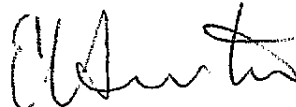
Once authority to ship has been issued, please mail to:

Beer and Wine Services Inc
211 Wapoo, Suite 202
Calistoga, Ca 94515

If you should have any questions regarding this application, please contact me directly at (800) 788-0212.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,



Elizabeth Hamamoto
Licensing Manager

FILED
00 MAR 13 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SOUTH BAY WINE GROUP LLC
(Name of foreign limited liability company)
2. CALIFORNIA 3. 33-0607889
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/23/98 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON APPROVAL
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 75 MALAGA COVE PLAZA STE 7
PALOS VERDES ESTATES, CA 90274
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

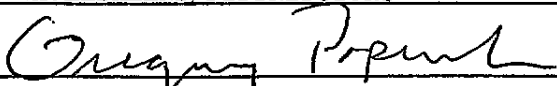
GREGORY POPOVICH SAME AS ABOVE

PAMELA POPOVICH SAME AS ABOVE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

SELL WINE TO WHOLESALERS/DISTRIBUTORS


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

GREGORY POPOVICH

Typed or printed name of signer

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00 MAR 13 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: —

SOUTH BAY WINE GROUP LLC

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

CORPORATION SERVICE CO

(Name)

1201 HAYS ST STE 105

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

32301

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 13 PM 2:50

FILED

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, 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..

Kenneth Wehner

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of California



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

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00 MAR 13 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9th day of December, 1997, **SOUTH BAY WINE GROUP, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
8th day of March, 2000.



Bill Jones
BILL JONES
Secretary of State