## 1000 OAKFORD VINEYARDS 02375

Wilson Family Estate

Oct 17, 2001

Florida Dept. of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

900004648519---C -10/22/01--01074--004 \*\*\*\*125.00 \*\*\*\*125.00

Re: Vine2wine L.L.C.

Dear Sir or Madam:

1401-2375

Enclosed are the following documents filed on behalf of Vine2wine L.L.C.:

- 1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- 2. Certificate of Existence
- 3. \$125 check

Please authorize This Companys qualification to do businessim Florida so that they may sell to wholesalers in your state.

If you have any questions, please call me at (707) 537-6700.

Sincerely

Elise Baril Compliance Agent

EB/jj

Encl.

TOT \$2 AM 10: 52

### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

	Vine2wine, L.L.C.	
	(Name of foreign limited liability company)	
•	<u>California</u> 3. 48-1194100	
	(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)	<del></del>
	November 10, 1997 5. Perpetual	
	(Date of Organization) (Duration: Year limited liability company will exist or "perpetual")	cease to
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	9
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	
	7830 40 St. Helena Hwy	TO THE
	Oakville, CA 94562	DI DET 22
	(Street address of principal office)	7
	If limited liability company is a manager-managed company, check here	MID: 52
	The name and usual business addresses of the managing members or managers are as follows:	• •
	Melanie Mooers, 7830 40 St Helena Hwy, Oakville, CA 94562	
	Floyd Wilson, 7830 40 St Helena Hwy, Oakville, CA 94562	<del>*</del>
	Carol Wilson, 7830 40 St Helena Hwy, Oakville, CA 94562	
Ų	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having cust he jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign ranslation of the certificate under oath of the translator must be submitted.)	ody of reco
t	to justication updat the law of which it is organized. (A photocopy is not acceptable. If the pertificate is in a foreign	ody of reco
t	tic juristicular under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign ranslation of the certificate under oath of the translator must be submitted.)	ody of reco
t	Nature of business or purposes to be conducted or promoted in Florida:  sale of wines to wholesalers  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.	ody of reco
t	Nature of business or purposes to be conducted or promoted in Florida:  sale of wines to wholesalers  Sale of wines to wholesalers	ody of reco

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 of 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.

	of the Limited Liability Company is: Vine Zwine, L.L.C.		
2. The name a	md the Florida street address of the registered agent and office	ste:	⊒
	John Kene-Hartnett (Name)		NOISIN
	3401 N. 29th Ave.	22 AM 10:	FCORPO
	Florida street address (P.O. Box NOT ACCEPTABLE)		PORATIONS
_	Hollywood FI, 33020	<u> </u>	2
-	Hollywood FJ, 33020 City/Sune/Zip		•

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 cartificate. 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..

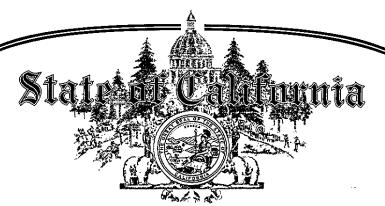
(Signature)

5 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

5 30.00 Certified Copy (optional)

S 5.00 Certificate of Status (optional)



SECRETARY OF STATE

# DIVISION OF 22 AM 10: 53

## CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED PARTNERSHIP

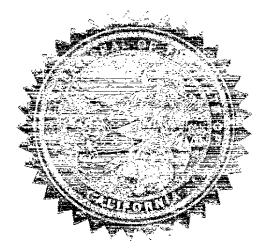
I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 12th day of November, 1997, VINE2WINE, L.L.C., became recognized under the laws of the State of California by filing its certificate of Limited Partnership in this office; and

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

That according to the records of this office, the said limited partnership 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, business activity or practices of this limited partnership.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 31st day of August, 2001.

BILL JONES Secretary of State