

DOLCE WINERY
OAKVILLE CALIFORNIA

707-944-2563

M02000000836

TO: FLORIDA DIV OF CORP FROM: VALERIE NORTON

COMPANY: REGISTRATION SECTION DATE: February 26, 2002

FAX NUMBER: TOTAL NO. OF PAGES INCLUDING COVER: 1

PHONE NUMBER: SENDER'S REFERENCE NUMBER:

RE: REGISTERING AS A LLC

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES/COMMENTS:

THE FOLLOWING IS ATTACHED PER YOUR DIRECTIONS. DOLCE WINERY'S BUSINESS STRUCTURE CHANGED FROM A CORPORATION TO A LLC. THE FORMS AND FEES AND PROVIDED. IF THERE ARE ANY QUESTIONS PLEASE CALL ME AT 707-944-2861

THANK YOU AND BEST REGARDS

*Valerie Norton
compliance*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*M02-836
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 18, 2002

VALERIE NORTON
DOLCE, L.L.C.
ACADIA DRIVE
OAKVILLE, CA 94562

SUBJECT: DOLCE, L.L.C.
Ref. Number: W02000007427

We have received your document for DOLCE, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The document must contain the name, title, and business address of each managing member or manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 702A00016149

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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. DOLCE, L.L.C.
(Name of foreign limited liability company)

2. CALIFORNIA 3. 74-2872278
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MARCH 1998 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. DOLCE WINERY CHANGE IN BUSINESS STRUCTURE ONLY CONDUCTING BUSINESS SINCE 1991
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1 ACACIA DRIVE, OAKVILLE CA 94562
(Street address of principal office)

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TALLAHASSEE, FLORIDA

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:

CHAIRMAN OF BOARD H. GIL NICKEL DOLCE WINERY, PO BOX 327, OAKVILLE CA 94562

PRESIDENT LARRY S. MAGUIRE DOLCE WINERY PO BOX 327, OAKVILLE CA 94562

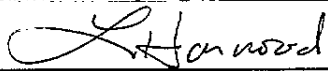
V PRESIDENT DIRK M. HAMPSON DOLCE WINERY PO BOX 327, OAKVILLE CA 94562

TREASURER LAURA E. HARWOOD DOLCE WINERY, PO BOX 327, OAKVILLE CA 94562

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: _____

WINE PRODUCER SELLING OF WINE TO WHOLESALE 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.)

LAURA HARWOOD CFO AND TREASURER

Typed or printed name of signee

**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:

DOLCE LLC

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

LYNN BOOTH

(Name)

1600 NW 163rd STREET

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

MIAMI

FL

33169

City/State/Zip

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TALLAHASSEE, FLORIDA

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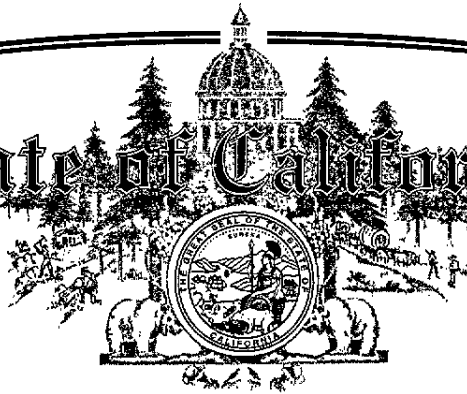
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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..

Lynn Booth

(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

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

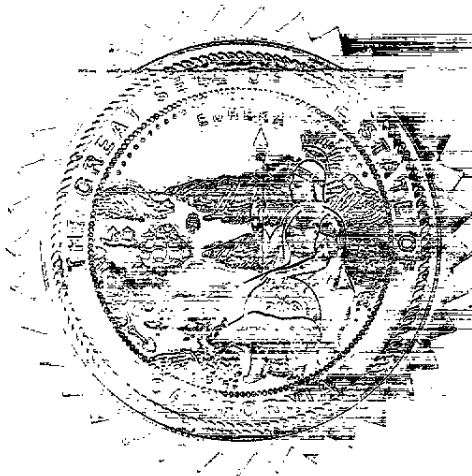
That on the 9th day of March, 1998, DOLCE, L.L.C., became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

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
22nd day of February, 2002.**



Bill Jones
BILL JONES
Secretary of State