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COMPLIANCE INTERNATIONAL
585 First Street West
P.O. Box 1465
Sonoma, CA 95476

Telephone: (707) 996-1100
FAX: (707) 996-0175

June 17, 2002

TO: Florida Department of State
Qualification and Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Telephone (904) 487-6095
FAX (904)

FROM: Jackie Lee, Compliance Agent

RE: Purple Wine Company, LLC

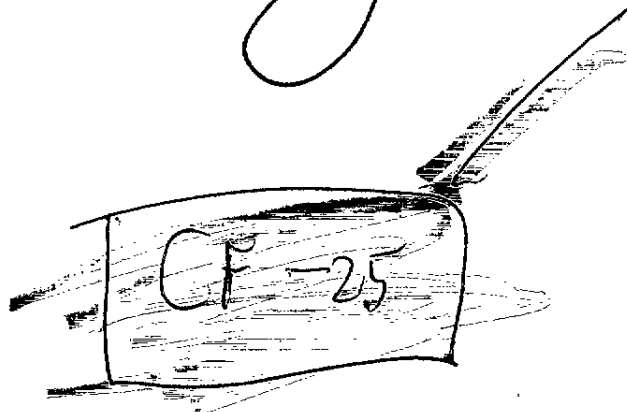
Dear Administrator:

Please process the enclosed application for a new Letter of Acknowledgement,
thanks.

02 AUG -2 PM 5: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Jackie



800005902758--3
-06/21/02--01044--001
****100.00 ****100.00

800005902758--3
-08/02/02--01050--025
****25.00 ****25.00

70

BK

RETURN
TO BUCK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 2002

JACKIE LEE
COMPLIANCE INTERNATIONAL
P.O. BOX 1465
SONOMA, CA 95476

SUBJECT: PURPLE WINE COMPANY, LLC
Ref. Number: W02000018292

FILED
02 AUG -2 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PURPLE WINE COMPANY, LLC and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have also RETAINED your \$100.00 payment.

In addition to the application and the California certificate, you must submit a CERTIFICATE OF DESIGNATION OF REGISTERED AGENT. Every limited liability company transacting business in Florida must have a Registered Agent with a Florida street address.

There is also a \$25.00 fee that is required for the designation of the Registered Agent. Please return your completed and signed R.A. Designation form and an ADDITIONAL \$25.00.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 002A00040493

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:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. Purple Wine Company, LLC
(Name of foreign limited liability company)
- 2. California 3. 94-3410677
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. 10-16-01 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. 561 First Street West
Sonoma, CA 95476
(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:
Derek George Benham, 561 First Street West, Sonoma, CA 95476

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: _____
Distribute wine products.

Jacqueline Lee
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.)
JACQUELINE LEE, ATTORNEY IN FACT
Typed or printed name of signee

Purple Wine Company, LLC
561 First Street West
Sonoma, CA 95476
Telephone (707) 938-9228
FAX (707) 938-9229

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TALLAHASSEE, FLORIDA

Employer ID number 94-3410677

BATF Federal Basic Permit number CA-P-8864 as Wine Wholesaler
BATF Federal Basic Permit number CA-I-5023 as Wine Importer

California LLC number 200129110079 10-16-01

100% Member: Derek George Benham
139 Woodland Way
Piedmont, CA 94611

DOB 4-26-58, Bakersfield, CA
SS# 567-31-6379
Driver License #N4315478, CA

Purple Wine Company, LLC
561 First Street West
Sonoma, CA 95476

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TALLAHASSEE, FLORIDA

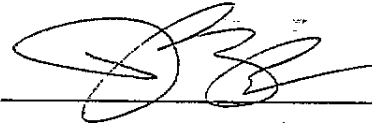
POWER OF ATTORNEY

I, Derek George Benham, am the Managing Member and Sole Shareholder of:

Purple Wine Company, LLC

I hereby appoint Jacqueline Lee as my attorney-in-fact to execute for me on behalf of this company all applications, notices and any other label compliance documents which are required by the Alcohol Beverage Control and Licensing authorities of every state in the United States, and to act for me in dealing with these states regarding any of their requirements.

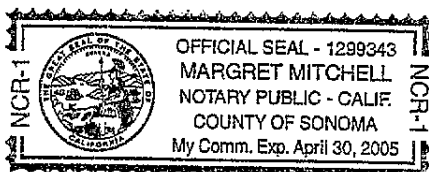
Date June 4, 2002



AFFIDAVIT

STATE OF California
COUNTY OF Sonoma

On this 4th day of June 2002 before the undersigned Notary Public in and for the State of California, duly commissioned and sworn, personally appeared Derek George Benham, known to me to be the Managing Member of Purple Wine Company, LLC and known to me to be the person whose name is subscribed to above.



Margret Mitchell
Notary Public

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

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Purple Wine Company, LLC

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

Phil Roberts

(Name)

7437 N.W. 25th Street

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

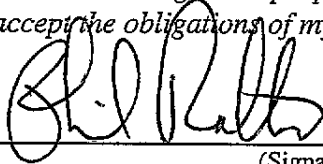
Margate

33063

FL

City/State/Zip

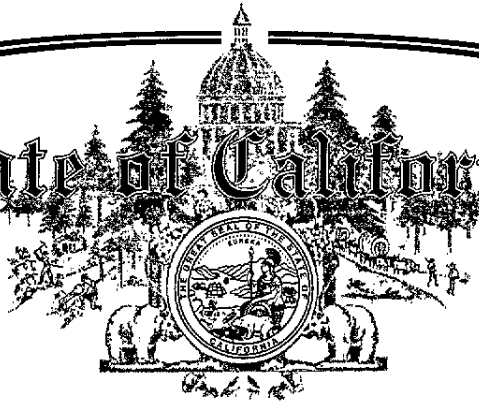
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all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



(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

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

That on the 16TH day of OCTOBER, 2001, PURPLE WINE COMPANY, 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
12TH day of JUNE, 2002.



Bill Jones
BILL JONES
Secretary of State