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#### **CT** CORPORATION

February 27, 2004

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Fl. 32399

RE: CHALK HILL ESTATE WINERY LLC

Dear Sir:

As requested by counsel, we enclose for filing qualification documents of behalf of this LLC together with funds in payment of the required fees. This document should be recorded upon receipt.

After the document has been filed it should be returned to the address listed.

Terry Behrens Compliance Connection P.O. Box 7838 Santa Rosa Ca. 95407

If you have any questions of if for any reason the filing cannot be effected promptly please notify this office of the details by calling our toll-free number: 1-800-432-

Very Tuly yours,

Marie Geaac

3434-

Customer Specialist

1200 South Pine Island Road Plantation, FL 33324 Tel. 954 473 5503 Fax 954 476 0158

#### 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:

(Jurisdiction under the law of which foreign limited liability company is organized)  March 17, 2003  (Date of Organization)	. Chalk Hill Estate Wi	<del>-</del>	#			
Charled circle of the law of which foreign limited liability (FEI number, if applicable) company is organized)   March 17, 2003		(Name of foreign	limited liability company)			
Charled circle of the law of which foreign limited liability (FEI number, if applicable) company is organized)   March 17, 2003	California		3 -21-0607954			
(Duration: Year limited liability company will cease to Exist or "perpetual")  Business will begin upon issuance of letter of acknowledgement and upon approval of brand/label registration.  (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  10300 Chalk Hill Rd., Healdsburg, CA 95448  (Street address of principal office)  If limited liability company is a manager-managed company, check here x  The usual business addresses of the managing members or managers are as follows:  10300 Chalk Hill Rd., Healdsburg, CA 95448  Delta delta an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a unslation of the certificate under oath of the translator must be submitted.)  Nature of business or purposes to be conducted or promoted in Florida:  Market and sell Chalk Hill Estate wines to wholesalers.  Signature of a member or an Authorized representative of a member. (In accordance with schalp 108.4081), F.S., the execution of this document constitutes an affirmation under the nematics of periury that the facts stated herein are true.)  Kenneth A. Born	(Jurisdiction under the law	v of which foreign limited liability	(FEI number, if applicable	<del>:</del> )		
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Transforminted roma of giorna	(1)	n accordance with section 608,408(7), in affirmation under the nenalties of ner	F.S., the execution of this document constitutes			
I Aper of Dillied lighter 21 Signes	_	Typed or printe	ed name of signee			

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### 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 n	ame of	the l	Limited	Liability	Company is:	
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Chalk Hill Estate Winery, LLC

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

	C.T. Corporation System
	10 m
	(Name)
	1200 South Pine Island Road
Flor	rida street address (P.O. Box NOT ACCEPTABLE)
	· **
	Plantation, FL 33324
	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.

James A. Bordonaro Assistant Secretary

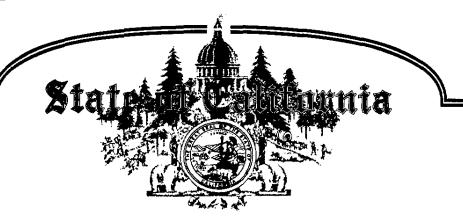
\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

÷.

\$ 5.00 Certificate of Status (optional)



#### SECRETARY OF STATE

## CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 17th day of March, 2003, CHALK HILL ESTATE WINERY LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; 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 day of February 24, 2004.

KEVIN SHELLEY Secretary of State