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2004 OCT 27 P 2: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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COHEN & CAPRONI LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Albert Caproni, III
Walter N. Cohen
Shawna Stevenson-Traynor

October 25, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Registration of The Grape at City Place, LLC to Transact Business

Dear Sir or Madam:

Enclosed please find the following:

- Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida;
- Certificate of Designation of Registered Agent/Registered Office;
- Certificate of Existence; and
- \$125 check for the filing fees.

After the documents are processed please issue a letter of acknowledgment and forward it to me. Please call me if you have any questions.

Sincerely,



Walter N. Cohen

Enclosures

cc: Jack Mazur

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2004 OCT 27 P 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

1. The Grape at City Place, LLC
(Name of Foreign Limited Liability Company)

2. Georgia 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 17, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. n/a
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4300 Paces Ferry Rd., Suite 500-A, Atlanta, Georgia 30339

(Street Address of Principal Office)

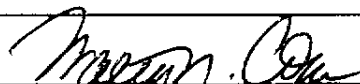
8. If limited liability company is a manager-managed company, check here

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

Jack Mazur, 4300 Paces Ferry Rd., Atlanta, Georgia 30339

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: Retail wine store.



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.)

Walter N. Cohen, Esq.

Typed or printed name of signee

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

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2004 OCT 27 P 2:

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:

The Grape at City Place, LLC

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

Thomas C. Howard

(Name)

121 Shell Point West

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Maitland

FL 32751

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, Florida Statutes.



(Signature)

\$ 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
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 042870618
CONTROL NUMBER : 0456165
DATE INC/AUTH/FILED: 09/17/2004
JURISDICTION : GEORGIA
PRINT DATE : 10/13/2004
FORM NUMBER : 211

SHAWNA STEVENSON-TRAYNOR
COHEN & CAPRONI, LLC
750 HAMMOND DR., BLDG. 7, STE. 200
ATLANTA, GA 30328

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE GRAPE AT CITY PLACE, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State