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TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

2005 JAN 28 A 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Briarcliff Wine Group LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Dennis Canning
(Name of Person)

Briarcliff Wine Group LLC
(Firm/Company)

P.O. Box 310
(Address)

Kelseyville, CA 95451
(City/State and Zip Code)

For further information concerning this matter, please call:

Elise Baril, Compliance Agent at (707) 537-6700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

SECRETARY OF STATE
TALLAHASSEE, 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. Briarcliff Wine Group LLC
(Name of Foreign Limited Liability Company)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2443392
(FEI number, if applicable)
4. 3/9/2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 11/1/04
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. P.O. Box 310
Kelseyville, CA 95451
(Street Address of Principal Office)

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

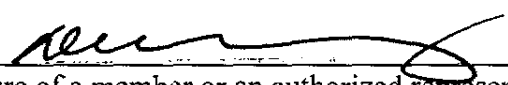
9. The name and usual business addresses of the managing members or managers are as follows:

Dennis Canning, 100 Tamal Plaza, Suite 158, Corte Madera, CA 94925

Loretta Martin, 2822 Van Ness, Suite 200, San Francisco, CA 94109

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: The sale of wine To Florida
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 an affirmation under the penalties of perjury that the facts stated herein are true.)

Dennis Canning

Typed or printed name of signee

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SECRETARY OF STATE
FLORIDA STATUTES, CHAPTER 608

**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:

Briarcliff Wine Group LLC

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

Marc Ilnisky

(Name)

2685 Hansrob Road

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

Orlando,

FL

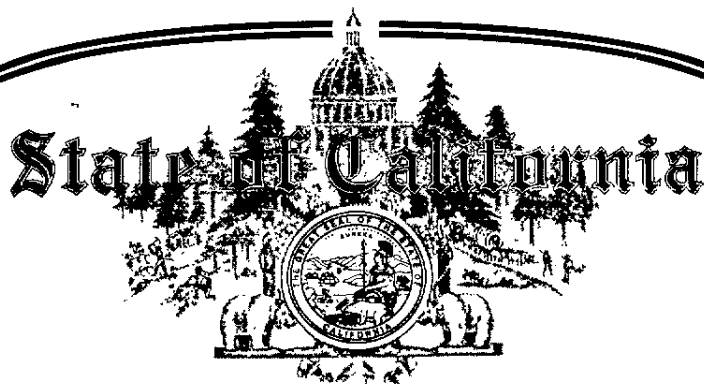
32804

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.

x Marc Ilnisky
(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

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 February, 2004**, **BRIARCLIFF WINE GROUP, 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 January 13, 2005.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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