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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

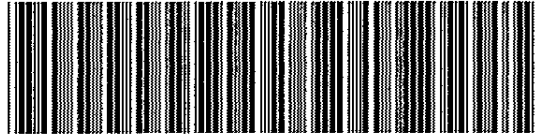
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TALLAHASSEE, FLORIDA

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[Signature]

FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

July 17, 2006

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

Re: D'Vine Wine Franchise Systems USA, LLC
Our File: 6059.1000

Dear Sir or Madam:

Please find enclosed the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Existence, and check in the amount of \$155.00 (filing fee and certified copy) to register D'Vine Wine Franchise Systems USA, LLC to transact business in Florida.

Please return all correspondence concerning this matter to me at the following address:
Friedman, Rosenwasser & Goldbaum, P.A., 5355 Town Center Rd., Suite 801, Boca Raton, Florida 33486, Attention: Deborah Love.

If you require any further information please do not hesitate contacting me at 561-395-5511, ext. 514.

Sincerely,



Deborah Love
Assistant to Ronald N. Rosenwasser

enc.

cc.: Ronald N. Rosenwasser

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**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. D'Vine Wine Franchise Systems USA, LLC
(Name of foreign limited liability company)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. June 21, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2424 N. Federal Hwy, Suite 455, Boca Raton 33431
(Street address if 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:
Ann Rosenberg
2424 N. Federal Hwy, Suite 455, Boca Raton 33431

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: Do-it-yourself wine franchises.



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 here are true.)

Ann Rosenberg

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

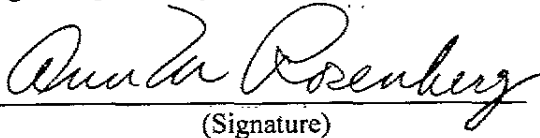
1. The name of the Limited Liability Company is: D'Vine Wine Franchise Systems USA LLC
2. The name and the Florida street address of the registered agent and office are:

Ann Rosenberg
(Name)

2424 N. Federal Highway, Suite 455
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton, FL 33431
(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)

SECRET
OFFICE OF THE
CLERK OF THE
SUPREME COURT
JUL 19 2006

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FILED

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for D'VINE WINE FRANCHISE SYSTEMS USA, LLC (filing number: 800508760), a Domestic Limited Liability Company (LLC), was filed in this office on June 21, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 29, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State