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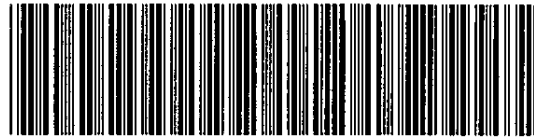
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08 JAN 30 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STAACK, SIMMS & HERNANDEZ, P.A.**  
Attorneys At Law

GARY P. CORS  
ALEXANDER HERNANDEZ  
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900 DREW STREET  
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CLEARWATER, FL 33755

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CLEARWATER: (727) 441-2635  
TAMPA: (813) 920-9882  
FAX: (727) 461-4836  
Website: www.staack-firm.com  
toll free: 1-(800)-474-9935

November 9, 2007

The Secretary of State  
Division of Corporations  
Clifton Building  
661 Executive Center Circle  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**

Re: GLOBAL WINE AND SPIRITS, LLC, a Nevada Limited Liability Company  
Alternate Name: GWS, LLC.

Dear Sir or Madam:

Enclosed herewith please find two executed originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation Registered Agent/Registered Office for the above referenced limited liability company along with an original Nevada Certificate of Existence and our check in the amount of \$160.00 to cover the cost of the following:

Filing Fee	\$100.00
Certification & Return of Copy	30.00
Registered Agent Designation	25.00
Certificate of Status	5.00
Total	\$ 160.00

Please return a certified copy and certificate of status to us at the above address. Thank you for your assistance.

Sincerely,

  
James A. Staack, Esq.

JAS/bb  
Enclosures

08 JAN 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STAACK, SIMMS & HERNANDEZ, P.A.**  
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January 29, 2008

The Secretary of State  
Division of Corporations  
Attn: Marsha Thomas  
Clifton Building  
661 Executive Center Circle  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**

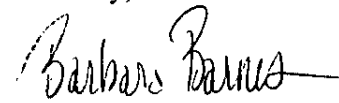
Re: GLOBAL WINE AND SPIRITS, LLC, a Nevada Limited Liability Company  
Alternate Name: GLOBAL WINE & SPIRITS ENTERPRISES, LLC.

Dear Ms. Thomas:

Enclosed herewith please find a revised Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation Registered Agent/Registered Office for the above referenced limited liability company along with a copy to be certified and returned. A copy of your correspondence dated November 27, 2007 is enclosed for your reference.

Thank you for your assistance.

Sincerely,

  
Barbara Barnes  
Legal Assistant

Enclosures

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08 JAN 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 15, 2007

STAACK SIMMS & HERNANDEZ, P.A.  
900 DREW STREET, STE 1  
CLEARWATER, FL 33755

SUBJECT: GWS, LLC  
Ref. Number: W07000056310

We have received your document for GWS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L07000040841.

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) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 407A00066043

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 27, 2007

STAACK SIMMS & HERNANDEZ, P.A.  
900 DREW STREET, STE 1  
CLEARWATER, FL 33755

SUBJECT: GW&S, LLC  
Ref. Number: W07000056310

We have received your document for GW&S, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 107A00067345

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08 JAN 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
OF  
GLOBAL WINE & SPIRITS, LLC  
a Nevada Limited Liability Company**

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:

**ARTICLE I**

The name of the limited liability company is GLOBAL WINE & SPIRITS, LLC.

**ARTICLE II**

The alternate name adopted for the purpose of transacting business in Florida is **GLOBAL WINE & SPIRITS ENTERPRISES, LLC**. A Written Consent to Adopt Alternate Name for Use in the State of Florida is attached.

**ARTICLE III**

The limited liability company is organized under the laws of the state of Nevada.

**ARTICLE IV**

The federal tax identification number of the company is 20-8514315.

**ARTICLE V**

The date of organization of the company is January 8, 2007 and the period of duration is perpetual.

**ARTICLE VI**

The date the company first transacted business in Florida is   N/A  .

**ARTICLE VII**

The street address and mailing address of the principal office of the company is:

2727 Ulmerton Road, Suite 270  
Clearwater, FL 33762

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TALLAHASSEE, FLORIDA

## **ARTICLE VIII**

The name and usual business address of the managing members is as follows:

American Liquor Alliance, LLC  
711 S. Carson Street, Suite 4  
Carson City, NV 89701

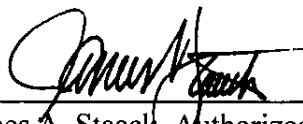
## **ARTICLE IX**

The original certificate of existence dated October 5, 2007, duly authenticated by the official having custody of records in the jurisdiction under the laws of the state of Nevada is attached hereto.

## **ARTICLE X**

This nature of business or purposes to be conducted or promoted in Florida is to engage in retail sales.

The undersigned has executed this Application this 9<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
James A. Staack Authorized Representative

In accordance with §608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF DESIGNATION  
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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the Nevada limited liability company is: GLOBAL WINE & SPIRITS, LLC.
2. The alternate name adopted for the purpose of transacting business in Florida is ~~GWS, LLC~~ ~~GWS, LLC~~. GLOBAL WINE & SPIRITS ENTERPRISES, LLC
3. The name and address of the registered agent and office is:

James A. Staack, Esq.  
Staack, Simms & Hernandez, P.A.  
900 Drew Street, Suite 1  
Clearwater, FL 33755

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

SIGNATURE

  
James A. Staack

DATE: November 9, 2007



**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE  
IN THE STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing Members of GLOBAL WINE & SPIRITS, LLC, a limited liability company duly organized and existing under the laws of Nevada.

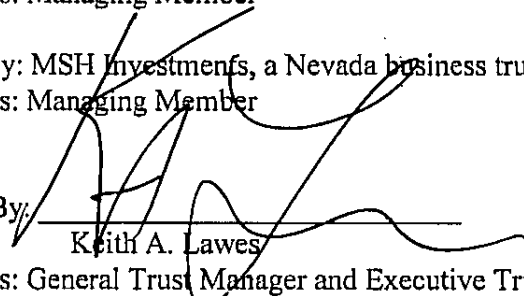
Because the name of this foreign limited liability company does not satisfy the requirements of §608.406, Florida Statutes, the limited liability company hereby adopts the following name to transact business in the state of Florida:

~~GWS, LLC~~ GLOBAL WINE & SPIRITS ENTERPRISES, LLC  
**GWS, LLC**

IN WITNESS WHEREOF, the undersigned has executed this Written Consent this 25<sup>th</sup> day of October, 2007.

American Liquor Alliance, LLC,  
a Nevada limited liability company  
Its: Managing Member

By: MSH Investments, a Nevada business trust  
Its: Managing Member

By:   
Keith A. Lawes  
Its: General Trust Manager and Executive Trustee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# SECRETARY OF STATE



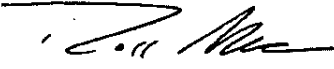
## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GLOBAL WINE & SPIRITS, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 8, 2007, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 5, 2007.



  
ROSS MILLER  
Secretary of State

Electronic Certificate  
Certificate Number: C20071005-0163  
You may verify this electronic certificate  
online at <http://secretaryofstate.biz/>