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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Thomas FEB 25 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Row Eleven Wine Co., 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:

Richard de los Reyes
(Name of Person)

Row Eleven Wine Co., LLC
(Firm/Company)

135 Third Street, Suite 100
(Address)

San Rafael, CA 94901
(City/State and Zip Code)

For further information concerning this matter, please call:

Colleen O'Neal, Compliance Agent at (925) 443-6666
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**

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. Row Eleven Wine Co., LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Row Eleven Wine Co., LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. California

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-0739226

(FEI number, if applicable)

4. Nov. 30, 2003

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. No prior business transactions made into state of Florida

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

7. 135 Third Street, Suite 100

San Rafael, CA 94901

(Street Address of Principal Office)

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

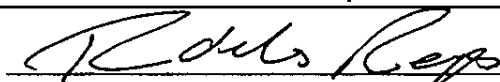
9. The name and usual business addresses of the managing members or managers are as follows:

(See Attached List)

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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: CA LLC in the process of obtaining license from Florida to ship wines to FL 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.)

Richard de los Reyes, Member/Manager

Typed or printed name of signee

**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:

Row Eleven Wine Co., LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Row Eleven Wine Co., LLC

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

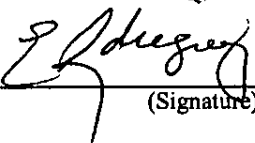
Ed Rodriguez
WINE + SPIRITS ASSOC
(Name)

19261 NW 14TH ST
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

PIINES FL 33029
City/State/Zip

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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)

ROW ELEVEN WINE CO., LLC
Member Information

Last updated: 11/6/07

R11 Ownership %

Class A - Class B

Married?
(Y/N)

Spouse

Place of Birth

Date of Birth

Last Name First Name Middle Name

Row Eleven Members:

SoundCheck Investment Partners, LLC

De los Reyes Richard A.

Toole Jeffrey A.

Boggs Craig L.

PENSCO IRA fbo Richard de los Reyes

PENSCO IRA fbo Donna K. Wilcox

Wilkinson Lawrence H.

na	na	na	na	na	na	70.5%	58.1%
01/07/52	Panama City, Panama	N	na	na	na	0.0%	16.7%
10/04/58	Indianapolis IN	N	na	na	na	11.4%	7.6%
08/24/60	Seaford DE	Y	Linda	na	na	1.1%	6.3%
na	na	na	na	na	na	13.6%	9.1%
na	na	na	na	na	na	2.3%	1.5%
01/02/50	Greensboro NC	N	na	na	na	1.1%	0.8%
						100.0%	100.0%

SoundCheck Members: [1]

Conner Robert Kenneth

Dieterhofer Timothy W.

11/12/59	Oakland CA	Y	Jennifer	na	na	na	na
06/30/61	Los Angeles CA	N	na	na	na	na	na

Spouses:

Conner Jennifer O'Donnell

Boggs Linda Jeanne

02/24/61	Palo Alto CA	Y	Ken	na	na	na	na
09/09/61	Philadelphia PA	Y	Craig	na	na	na	na

Notes:

[1] SoundCheck is owned 50/50 by Conner & Dieterhofer.

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ROW ELEVEN WINE CO., LLC
Member Information

Last updated: 11/6/07

Last Name First Name Middle Name

Row Eleven Members:

SoundCheck Investment Partners, LLC
De los Reyes Richard A.
Toole Jeffrey A.
Boggs Craig L.
PENSCO IRA fbo Richard de los Reyes
PENSCO IRA fbo Donna K. Wilcox
Wilkinson Lawrence H.

Address

SSN

Driver's License License State

94 San Marino Drive San Rafael CA 94901 20-0383663 na na
389 Riviera Drive San Rafael CA 94901 553-92-2917 S0900936 CA
8787 Woodway #2208 Houston TX 77063 453-21-8016 06359946 TX
210 Zephyr Lane Landenburg PA 19350 221-42-9438 26922802 PA
PO Box 26903 San Francisco CA 94126 02-0526633 na CA
PO Box 26903 San Francisco CA 94126 02-0526634 na CA
1914 Lake Street San Francisco CA 94123 264-98-2964 N9641844 CA

SoundCheck Members: [1]

Conner Robert Kenneth
Dieterhofer Timothy W.

94 San Marino Drive San Rafael CA 94901 555-80-9183 C3905939 CA
1731 Rising Glen Road Los Angeles CA 90069 558-49-0400 N7567106 CA

Spouses:

Conner Jennifer O'Donnell
Boggs Linda Jeanne

94 San Marino Drive San Rafael CA 94901 555-84-1647 N7192102 CA
210 Zephyr Lane Landenburg PA 19350 186-56-1469 26497371 PA

Notes:

[1] SoundCheck is owned 50/50 by Conner & Dieterhofer.

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State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **20th day of November, 2003, ROW ELEVEN WINE CO., 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 11, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State

br

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TALLAHASSEE, FLORIDA