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TALLAHASSEE, FLORIDA

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Taft/

Taft Stettinius & Hollister LLP

1717 Dixie Highway, Suite 340 / Covington, KY 41011-4704 / Tel: 859.331.2838, 513.381.2838 / Fax: 513.381.6613 / www.taftlaw.com
Cincinnati / Cleveland / Columbus / Dayton / Indianapolis / Northern Kentucky / Phoenix / Beijing

THOMAS P. VERGAMINI
513.357.9625
vergamini@taftlaw.com

December 1, 2008

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: StoneBrook Winery, LLC

To Whom It May Concern:

On behalf of our client StoneBrook Winery, LLC, I enclose for filing with your office the original and two conformed copies each of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a \$130 check in payment of the filing fees.

Please process these documents for filing. Once approved and filed kindly return to me in the enclosed self addressed stamped envelope time-stamped approved copies of these documents. Thank you for your assistance in this matter.

Very truly yours,



Thomas P. Vergamini

TPV:sw

Enclosures

cc: StoneBrook Winery, LLC

Attn: Dennis Walter, Managing Member



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2008

THOMAS P. VERGAMINI
1717 DIXIE HIGHWAY
SUITE 340
COVINGTON, KY 41011-4704

SUBJECT: STONEBROOK WINERY LLC
Ref. Number: W08000054736

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TALLAHASSEE, FLORIDA

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We have received your document for STONEBROOK WINERY LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 708A00059780

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: StoneBrook Winery 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:

Thomas P. Vergamini
(Name of Person)

Taft Stettinius & Hollister LLP
(Firm/Company)

1717 Dixie Highway, Suite 340
(Address)

Covington, KY 41011-4704
(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Thomas P. Vergamini at (513) 357-9625
(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

**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. StoneBrook Winery LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. Kentucky 3. 30-0305634
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 21, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 6717 Vineyard Lane
Melbourne, KY 41059
(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 Walter, 6717 Vineyard Lane, Melbourne, KY 41059

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TALLAHASSEE, FLORIDA

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: Production and sale
of wine and all other purposes as authorized by law.

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 Walter

Dennis Walter

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:

StoneBrook Winery, LLC

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

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

Carol Record - Assistant
(Signature) Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

11/20/2008

Division of Corporations
Business Filings

P. O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov>

Certificate of Existence

Authentication Number: 72808

Jurisdiction: Florida

Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

STONEBROOK WINERY LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is January 21, 2005.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 20th day of November, 2008.



Tn6z
Trey Grayson
Secretary of State
Commonwealth of Kentucky
72808/0604059

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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