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(Requestor's Name)

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(City/State/Zip/Phone #)

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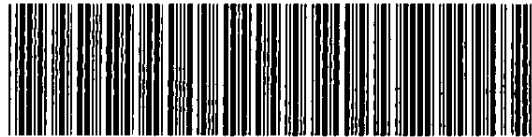
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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T. CLINE

SEP - 1 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Organic Cellar, 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:

Andrew B. Wile
(Name of Person)

AWile Consulting, LLC
(Firm/Company)

25 Lookout Point
(Address)

Ridgefield, CT 06877
(City/State and Zip Code)

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For further information concerning this matter, please call:

Andrew B. Wile at (203) 438-2554
(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. The Organic Cellar, 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. California

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

3. 26-4507561

(FEI number, if applicable)

4. March 4, 20009

(Date of Organization)

5. perpetual

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

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

7. 1589 Skyline Drive

Laguna Beach, CA 92651

(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:

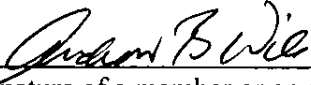
Brian Cuddy

1589 Skyline Drive

Laguna Beach, CA 92651

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: sell wines to licensed 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.)

Andrew B. Wile

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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**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:

The Organic Cellar, 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:

Linda Scheele

(Name)

2010 Murano Bay Drive

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

Boynton Beach

FL

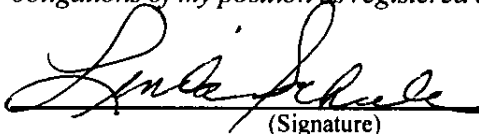
33435

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)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

I, Brian Cuddy ("Principal"), Managing Member of "The Organic Cellar, LLC", maintaining an address at 1589 Skyline Drive, Laguna Beach, CA 92651, do hereby make and appoint Andrew B. Wile ("Agent"), a consultant for these businesses, maintaining an address at 25 Lookout Point Road, Ridgefield, Connecticut 06877 to be the true and lawful attorney-in-fact for "The Organic Cellar, LLC" ("The Company").

The Agent shall have full power and authority to perform the following in my place and stead, and on behalf of the Company:

To execute and file documents, to license, bond, effect brand label registration, price posting or related registrations or filing with the various Federal and State liquor regulatory authorities with which the Company's desire to register.

This power of attorney is non-durable. This Limited Power of Attorney and the rights, powers, and authority of the Agent shall become effective immediately upon execution of this instrument. The rights, powers, and authority of this document shall remain in full force and effect thereafter until my death or until my disability or incapacity.

As used herein, "disability" or "incapacity" shall mean a lack of capacity to receive and evaluate information effectively, to communicate decisions, and/or to manage my financial resources and affairs properly.

I hereby ratify and confirm all acts that the Agent lawfully does or causes to be done by virtue of this power of attorney and the rights hereby granted.

The Agent shall be entitled to reimbursement of all reasonable expenses incurred as a result of carrying out any provision of this Power of Attorney. If desired, the Agent shall also be entitled to reasonable compensation for any services provided as the Agent

If so requested by myself or any authorized personal representative or fiduciary acting on my behalf or on behalf of the Company, the Agent shall provide an accounting for all funds handled and all acts performed as the Agent.

The listing of specific terms, headings, rights, acts or powers are not intended to restrict or limit the definition or scope of powers granted herein in any manner. If any part of this document is held to be invalid, illegal or unenforceable under applicable law, then the remaining unaffected parts of the document shall still remain in full force and effect and not be affected by any partial invalidity.

No person needs to inquire as to the reasons for the use or issuance of this power-of-attorney or as to the disposition of any proceeds paid to the Agent based on this document.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: THE ORGANIC CELLAR LLC

FILE NUMBER: 200906810137
FORMATION DATE: 03/04/2009
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

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

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of California this
day of August 20, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State