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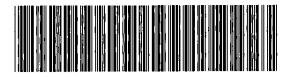
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PICK-UP WAIT MAIL
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DIVISION OF CORPORATIONS

11 DEC 13 PN 247

CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK A'VENUE TALLAHASSEE, FL 32301 222-1173

FILING COVER SHEET ACCT. #FCA-14

CONTACT: RICKY SOTO DATE: 12/13/2011 **REF. #:** 001668.158684 CORP. NAME: <u>IMMERGE WINE & SPIRITS, LLC</u> () ARTICLES OF INCORPORATION () ARTICLES OF DISSOLUTION () ARTICLES OF AMENDMENT () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME (XX) FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () WITHDRAWAL () REINSTATEMENT () MERGER () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 572579 FOR \$ 155.00 **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** COST LIMIT: \$____ PLEASE RETURN:

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

Examiner's Initials

(XX) CERTIFIED COPY

() CERTIFICATE OF STATUS

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATIO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOR LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

ENTITE STATE OF PLOADE.
1. IMMERGE Wine & Spirits, 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 writte
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C," "LLC.")
Company, E.E.C. LEC.)
2. Delaware 3.
2. Detaware 3. (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 5, 2011 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to
(Date of Organization) (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. 133 Sevilla Avenue
Coral Gables, Florida 33134
(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:
Jason A. Green, 133 Sevilla Avenue, Coral Gables, Florida 33134
Christopher T. Green, 122 Soville Avenue, Carol Cobles, Florida, 22124
Christopher T. Green, 133 Sevilla Avenue, Coral Gables, Florida 33134
Jason H. Gross, 133 Sevilla Avenue, Coral Gables, Florida 33134
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: Sales Outsourcing
11. Mature of business of purposes to be conducted of promoted in Florida: Calob October on g
·································
Jason H. Gaoss

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Jason H. Gross

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:
IMMERGE Wine & Spirits, LLC
If unavailable, the alternate to be used in the state of Florida is:
2. The name and the Florida street address of the registered agent and office are:
Jason H. Gross
(Name)
133 Sevilla Avenue
Florida Street Address (P.O. Box NOT ACCEPTABLE)
Coral Gables _{FL} 33134
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, Florida Statutes.
Jason H. Gaoss Jason H. Gross (Dec 12, 29(Signature)
\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "IMMERGE WINE & SPIRITS, LLC" IS

DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN

GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF

THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IMMERGE WINE & SPIRITS, LLC" WAS FORMED ON THE FIFTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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AUTHENTICATION: 9204396

DATE: 12-06-11

You may verify this certificate online at corp.delaware.gov/authver.shtml