

M98 000001217
PINE RIDGE

October 8, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/19/98--01064--007
****285.00 ****285.00

To: Registration Section

Pine Ridge Winery has restructured from a limited partnership to a limited liability company, and therefore must reapply. Enclosed please find the following forms: Certificate of Designation of Registered Agent, Application by Foreign Limited Liability Company, and Affidavit of Membership and Contributions of Foreign Limited Liability Company. I am enclosing a check for \$285 to cover the filing fee and designation of Agent fee.

Thank you for your assistance in this matter.

Sincerely,

Diana Lilienthal

Diana Lilienthal
Compliance Agent

Enclosures

FILED
98 OCT 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	AL 10-21
Availability	
Document Examiner	
Updater	
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Verifier	
Acknowledgment	
W. P. Verifier	

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. Pine Ridge Winery, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 68-0251351
(FEI number, if applicable)
4. August 31, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 2, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5901 Silverado Trail
Napa, Ca 94558
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>R. Gary Andrus</u>	<u>General Manager</u>		
<u>5901 Silverado Tr.</u>			
<u>Napa, CA 94558</u>			

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TALLAHASSEE, FLORIDA

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

The undersigned member or authorized representative of a member of Pine Ridge Winery, LLC
certifies:

- *Please note: this was a restructuring only (no cash or property)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

Pine Ridge Winery, L.L.C.

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

C T Corporation System
(Name)

1200 South Pine Island Rd.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 32301
City/State/Zip

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TALLAHASSEE, FLORIDA

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.



(Signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINE RIDGE WINERY, 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 SEVENTH DAY OF OCTOBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9342104

DATE: 10-07-98