

BEER & WINE SERVICES, INC.

211 Wapoo, Suite 202
Calistoga, CA 94515
Phone (707) 942-6911
Fax (707) 942-9435

June 27, 1999

State of Florida
Secretary of State
409 E Gaines Street
Tallahassee, FL 32399

RE: Kirkland Ranch LLC

300002929263--5
-07/12/99--01133--010
*****250.00 *****250.00
300002929263--5
-08/02/99--01082--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith for your review and approval are the following documents for the above mentioned client:


- Application by Foreign Corporation for Authorization to Transact Business in Florida
- Certificate of Good Standing from the State of California
- Company check in the amount of \$250.00, to cover said fees

Once authority to ship has been issued, please mail to:

Beer and Wine Services Inc
211 Wapoo, Suite 202
Calistoga, Ca 94515

If you should have any questions regarding this application, please contact me directly at (800) 788-0212.

Sincerely,


Elizabeth Hamamoto
Out of State Licensing

Enclosure

1199-1202

Name	28-3
Availability	
Document	
Examination	
Update	
Indefinite	
Buyer	
Acknowledgment	
W. P. V. Buyer	



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 1999

ELIZABETH HAMAMOTO
BEER & WINE SERVICES INC.
211 WAPOO, SUITE 202
CALISTOGA, CA 94515

SUBJECT: KIRKLAND RANCH, LLC
Ref. Number: W99000016472

FILED
09 AUG -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KIRKLAND RANCH, LLC and check(s) totaling \$250.00 of which \$250.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$35.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

On line 8 of the application the individuals listed must be titled manager or managing member. On the affidavit if the amount is zero then zero needs to be listed in the blanks.,

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 499A00036773

ALCOHOL COMPLIANCE CONSULTANT

Andrea L. Anderson
211 Wapoo, Suite 202
Calistoga, CA 94515
Phone: (707) 942-6911
Fax: (707) 942-9435

July 27, 1999

Florida Dept of State
Division of Corporations
Attn: Tammi Cline
PO Box 6327
Tallahassee, FL 32314

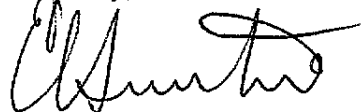
RE: Application to Transact Business in Florida for
Kirkland Ranch LLC

Dear Tammi:

Enclosed is the Application to Transact Business in Florida for Kirkland Ranch LLC, along with the Resolution from the Managing Members per your request. Also enclosed is a check for the additional \$35.00 due. I apologize for any inconvenience this may have caused.

If you should have any questions please contact me directly at (800) 788-0212.

Sincerely,



Elizabeth Hamamoto
Out of State Licensing

Enclosure

FILED
93 AUG -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 1999

ELIZABETH HAMAMOTO
BEER & WINE SERVICES INC.
211 WAPOO, SUITE 202
CALISTOGA, CA 94515

SUBJECT: KIRKLAND RANCH, LLC
Ref. Number: W99000016472

FILED
29 AUG -2 PM 5:00
SECRETARY OF STATE
TAMMIE CLINE

We have received your document for KIRKLAND RANCH, LLC and check(s) totaling \$250.00 of which \$250.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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Tammi Cline
Document Specialist

Letter Number: 499A00036773

**RESOLUTION OF MANAGING MEMBERS
OF LIMITED LIABILITY COMPANY**

99 AUG -2 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Larry Kirkland, do hereby certify

that this Resolution of the Managing Members of _____

Kirkland Ranch LLC a limited liability

company duly organized and existing under the laws of the State of California

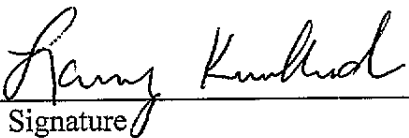
was duly adopted on 7/27, 19 99.

Be it resolved, that Kirkland Ranch LLC

organized and existing in the State of California, hereby adopts the name

CA Kirkland Ranch LLC for use in Florida.

Dated: 7/27/99


Signature

Larry Kirkland, Managing Member
Title

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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:

Kirkland Ranch LLC
(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.)

California 3. 94-2694339
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

6/5/97 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

Upon Approval
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

One Kirkland Ranch Rd
Napa, Ca 94558
(Street address of principal office)

09 AUG -2 PM 5:00

FILED

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

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Larry Kirkland</u>	<u>Managing Member</u>	<u>Deborah Wulf</u>	<u>Managing Member</u>
<u>136 Lynch Rd, Napa, CA</u>		<u>6460 Fry Rd Dixon, CA</u>	
<u>Billie Kirkland</u>	<u>Managing Member</u>	<u>Jennifer Grossi</u>	<u>Managing Member</u>
<u>136 Lynch Rd, Napa, Ca</u>		<u>6102 E 82nd Pl #14 Tulsa, OK</u>	
<u>Lonnie Kirkland</u>	<u>Managing Member</u>	<u>Dixie Kirkland</u>	<u>Managing Member</u>
<u>1801 Tamarisk, Napa, CA</u>		<u>1801 Tamarisk Napa, CA</u>	
<u>Christine Davison</u>	<u>Managing Member</u>		
<u>200 Lynch Rd, Napa, CA</u>			

ched is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official
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
e, a translation of the certificate under oath of the translator must be submitted.)

**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:

CA Kirkland Ranch LLC

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

Corporation and Service Company

(Name)

1201 Hays Street Ste 105

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

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.

By:

Harold E. Wehner

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30 AUG -2 PM 5:00

FILED

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The member or authorized representative of a member of _____

CA Kirkland Ranch LLC

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 0;

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ 0;

(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$ 0.

(This total includes amounts from 2 and 3 above.)

Larry Kirkland

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Larry Kirkland

Typed or printed name of signee

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -2 PM 5:00

Filing Fee: \$250.00 for Application and Affidavit

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CA Kirkland Ranch LLC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANDREA L. ANDERSON

(Name of Person)

BEER & WINE SERVICES, INC.

(Firm/Company)

211 WAPOO, SUITE 202

(Address)

CALISTOGA, CA 94515

(City/State/Zip)

FILED
99 AUG -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

ANDREA L. ANDERSON

(Name of Person)

at (800) 788-0212

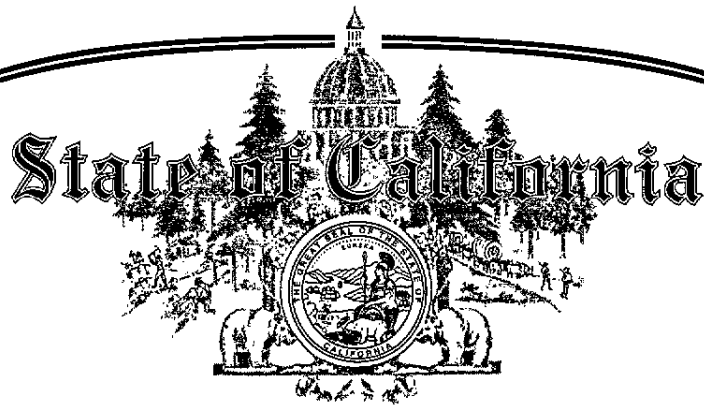
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

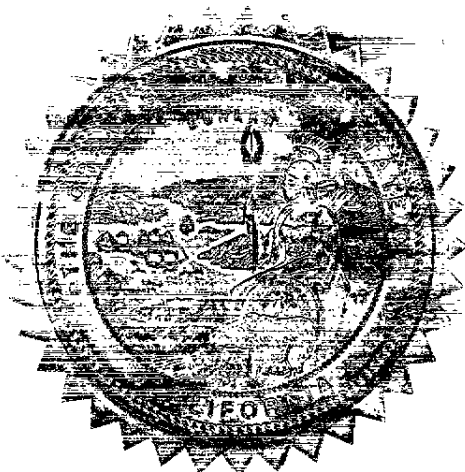
That on the 13th day of February, 1997, KIRKLAND RANCH, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; 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
21st day of June, 1999.



Bill Jones
BILL JONES
Secretary of State