

M99000001322

BEER & WINE SERVICES, INC.

211 Wapoo, Suite 202

Calistoga, CA 94515

Phone (707) 942-6911

Fax (707) 942-9435

July 14, 1999

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

100002941551--9

-07/26/99--01133--002

*****250.00 *****250.00

RE: Headlands Estates LLC

100002941551--9

-08/19/99--01058--004

*****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

W99-17743

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 23 PM 2:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

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

SUBJECT: HEADLANDS ESTATE LLC
Ref. Number: W99000017743

We have received your document for HEADLANDS ESTATE LLC and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 total amount due is \$35.00.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 799A00038952

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Headlands Estates 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)

CALESTOGA, CA 94515

(City/State/Zip)

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

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DIVISION OF CORPORATIONS

**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:**

Headlands Estates 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.

68-0424673

(FEI number, if applicable)

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

1/11/99

5.

perpetual

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

(Date of Organization)

upon approval

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

1100 Larkspur Landing Cir Ste 150

Larkspur, CA 94939

(Street address of principal office)

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:

Rondi Oestlien Member

420 Riviera Cir

Larkspur, CA

Peter Paul Member

550 Riviera Cir

Larkspur, CA

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

**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:

Headlands Estates LLC

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

Corporation Service Co
(Name)

1201 Hays St Ste 105

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

Tallahassee, FL 32301

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.

By: Karen L. A. Chene

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The member or authorized representative of a member of _____

Headlands Estates 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.)

Peter Paul

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.)

Peter Paul, Member

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

State of California



SECRETARY OF STATE

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CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

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

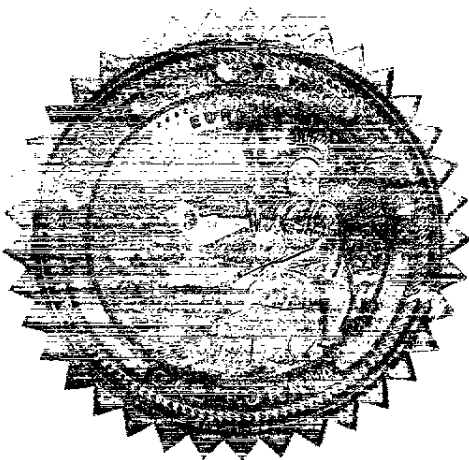
That on the 11th day of January, 1999, HEADLANDS ESTATES, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

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
6th day of July, 1999.



Bill Jones
BILL JONES
Secretary of State