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COMPLIANCE CONNECTION

Winery Compliance and Services

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July 12, 2006

FLORIDA DEPARTMENT OF STATE
Qualification and Registration Section
P.O. Box 6327
Tallahassee, FL 32399

Re: Business Registration

To Whom It May Concern:

On behalf of our client, Il Cuore Wine Cellars, Inc, enclosed please find the following items necessary to register the Corporation in the state of Florida. Our client intends to file applications with the Department of Business & Professional Regulation/Division of Alcoholic beverages & Tobacco for the purposes of shipping wine to Florida distributors

- Application By Foreign Corpoartion For Authorization To Transact Business in Florida
- Check in the amount of \$70.00
- Certificate of status from the California Secretary of State

Please contact me at (707) 284-2828, extension 302 if you have ay questions or require anything further at this time.

Sincerely,

Stephanie Wright
Compliance Assistant

SW

Enclosures



707.284.2828
fax: 707.284.2829

Post Office Box 7838
Santa Rosa, CA 95407

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Il Cuore Wine Cellars, Incorporated
(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:

Stephanie Wright
(Name of Person)

The Compliance Connection
(Firm/Company)

136 Wikiup Dr. Suite D.
(Address)

Santa Rosa, CA 95403
(City/State/Zip)

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

Stephanie Wright at (707) 284-2828 ex 302
(Name of Person) (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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Il Cuore Wine Cellars, Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada (State or country under the law of which it is incorporated) 3. 68-0470445 (FEI number, if applicable)
4. 7/7/2004 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon brand approval (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 136 Wikiup Dr. Suite D, Santa Rosa CA 95403 (Current mailing address)

8. To sell our wines in the state of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Teresa W. Borcheck

Office Address: 1521 Sunnyside Drive

Maitland, Florida, 32751 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature of Teresa W. Borcheck] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A
Address: _____

Vice Chairman: N/A
Address: _____

Director: N/A
Address: _____

Director: N/A
Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Stuart William Bryan
Address: 5931 Del Rey Court, Santa Rosa, CA 95409

Vice President: Allan Jerome Hemphill
Address: 137 Porterfield Creek Road, Cloverdale, CA 95425

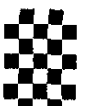
Secretary: Suzanne Pride Bryan
Address: 5931 Del Rey Court, Santa Rosa, CA 95409

Treasurer: Suzanne Pride Bryan
Address: 5931 Del Rey Court, Santa Rosa, CA 95409

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Stuart W. Bryan*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stuart William Bryan, President
(Typed or printed name and capacity of person signing application)



**State of California
Secretary of State**

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**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **7th day of July, 2004**, **IL CUORE WINE CELLARS, INC** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate 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, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 18, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

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