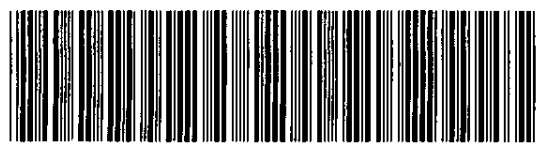


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

E. Burch MAR 2 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Fox Run Vineyards, Inc
(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:

Scott Osborn
(Name of Person)

Fox Run Vineyards, Inc
(Firm/Company)

670 Route 14
(Address)

Penn Yan, NY 14527
(City/State and Zip code)

For further information concerning this matter, please call:

Scott Osborn at (315) 536-4616
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2009

SCOTT OSBORN
670 ROUTE 14
PENN YAN, NY 14527

SUBJECT: FOX RUN VINEYARD, INC.
Ref. Number: W09000006930

We have received your document for FOX RUN VINEYARD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6928.

Tim Burch
Regulatory Specialist II

Letter Number: 009A00005119

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DEPARTMENT OF STATE
09 FEB 27 PM 4: 19

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Fox Run Vineyards, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 116-1439616
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/9/93 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 670 Route 14 Penn Yan NY 14527
(Principal office address)

670 Route 14 Penn Yan NY 14527
(Current mailing address)

8. Wine sales - Primary American source of supply
(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 NOT acceptable)

Name: Michael D. Lally

Office Address: 6650 3rd Place SW

Vero Beach, Florida 32968
(City) (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.

Michael D. Lally
(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.

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman/
Director Scott Osborn
Address: 670 Route 14
Penn Yan, NY 14527

Vice Chairman/
Director Michael D. Lally
Address: 6650 3rd Place SW
Vero Beach FL 32968

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Scott Osborn
Address: 670 Route 14
Penn Yan, NY 14527

Vice President: Michael D. Lally
Address: 6650 3rd Place SW
Vero Beach, FL 32968

Secretary: Ruth A. Osborn
Address: 670 Route 14 Penn Yan NY 14527

Treasurer: Scott Osborn
Address: 670 Route 14 Penn Yan, NY 14527

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

13. Scott Osborn
(Signature of Director or Officer listed in number 12 of the application)

14. Scott Osborn Director President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of FOX RUN VINEYARDS, INC. was filed on 06/09/1993, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 13th day of January two
thousand and nine.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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