

09-23-1999

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To the Honorable Commissioner of Patents and Trademarks, please attach original documents or copy thereof.

1. Name of conveying party(ies):

Widmer's Wine Cellars, Inc.



09-17-1999

- U.S. Patent & TMO/TM Mail Rpt Dt. #26
- Corporation-State NEW YORK
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 1, 1997

2. Name and address of receiving party(ies):

Name: Canandaigua West, Inc.

Internal Address: _____

Street Address: 235 North Bloomfield Road

City: Canandaigua State: NY ZIP: 14424

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

666,958

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stephen L. Baker, Esq.

Internal Address: _____

Street Address: 359 East Main Street

City: Somerville State: NI ZIP: 08876

6. Total number of applications and registrations involved: _____

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7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephen L. Baker

9-15-99

Name of Person Signing

Signature

Date

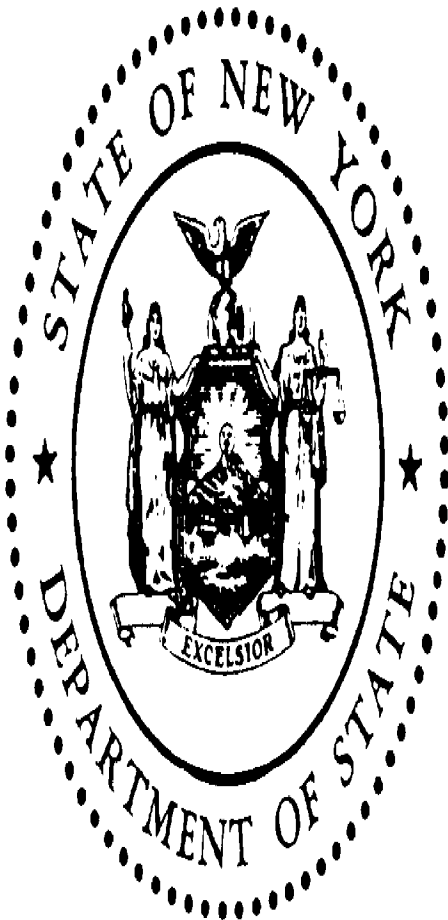
Total number of pages comprising cover sheet: _____

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State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **AUG 18 1999**



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF MERGER

N I S - 27
970701000S27

OF

GUILD WINERIES & DISTILLERIES, INC.

AND

WIDMER'S WINE CELLARS, INC.

AND

VINTNERS INTERNATIONAL COMPANY, INC.

INTO

CANANDAIGUA WEST, INC.

Under Section 904 of the Business Corporation Law of the State of New York

We the undersigned, being the President and Secretary, respectively, of Guild Wineries & Distilleries, Inc., Widmer's Wine Cellars, Inc., Vintners International Company, Inc., and Canandaigua West, Inc., said corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, do hereby certify:

1. The name of each constituent corporation is as follows: Canandaigua West, Inc., Guild Wineries & Distilleries, Inc., Widmer's Wine Cellars, Inc., and Vintners International Company, Inc. Guild Wineries & Distilleries, Inc. was formed under the name of Canandaigua California Acquisition Corp. Widmer's Wine Cellars, Inc. was formed under the name of Hetterich Wineries, Ltd. Vintners International Company, Inc. was formed under the name of Canandaigua/Vintners Acquisition Corp. The name of the surviving corporation is Canandaigua West, Inc.

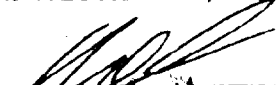
2. Guild Wineries & Distilleries, Inc. has outstanding 100 shares of common stock at no par value. Widmer's Wine Cellars, Inc. has outstanding 100 shares of common stock at \$.01 par value. Vintners International Company, Inc. has outstanding 100 shares of common stock at no par value. Canandaigua West, Inc. has outstanding 100 shares of common stock at no par value. The number of shares aforementioned is not subject to change prior to the effective date of the merger.


3. The Certificate of Incorporation of Guild Wineries & Distilleries, Inc. was filed by the Department of State of the State of New York on August 21, 1991. The Certificate of Incorporation of Widmer's Wine Cellars, Inc. was filed by the Department of State of the State of New York on July 23, 1982. The Certificate of Incorporation of Vintners International Company, Inc. was filed by the Department of State of the State of New York on August 11, 1993. The Certificate of Incorporation of Canandaigua West, Inc. was filed by the Department of State of the State of New York on July 8, 1994.

4. The merger was authorized by the unanimous written consent of the Board of Directors of Guild Wineries & Distilleries, Inc. followed by the written consent of its sole shareholder. The merger was authorized by the unanimous written consent of the Board of Directors of Widmer's Wine Cellars, Inc. followed by the written consent of its sole shareholder. The merger was authorized by the unanimous written consent of the Board of Directors of Vintners International Company, Inc. followed by the written consent of its sole shareholder. The merger was authorized by the unanimous written consent of the Board of Directors of Canandaigua West, Inc. followed by the written consent of its sole shareholder.

IN WITNESS WHEREOF, this Certificate has been signed on the 27th day of June, 1997, and the statements contained herein are affirmed as true under penalties of perjury.

CANANDAIGUA WEST, INC.

By: 
Richard Sands, President

By: 
Robert Sands, Secretary


GUILD WINERIES & DISTILLERIES, INC.

By: 
Richard Sands, President

By: 
Robert Sands, Secretary

WIDMER'S WINE CELLARS, INC.

By: 
Richard Sands, President

By: 
Robert Sands, Secretary

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VINTNERS INTERNATIONAL COMPANY, INC.

By: 
Richard Sands, President

By: 
Robert Sands, Secretary

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CERTIFICATE OF MERGER

OF
GUILD WINERIES & DISTILLERIES, INC.
AND
WIDMER'S WINE CELLARS, INC.
AND
VINTNERS INTERNATIONAL COMPANY, INC.
INTO
CANANDAIGUA WEST, INC.

Under Section 904 of the Business Corporation Law

cert
State of New York

Filed by:

NIXON, HARGRAVE, DEVANS & DOYLE
CLINTON SQUARE
ROCHESTER, NY 14603

REC-1
JUL 1 1997

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 31 1997

JUL 1 3 1997

FILED

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