

02-27-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Ferrari-Carano Vineyards and Winery 1-24-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other

2. Name and address of receiving party(ies) Name: Ferrari-Carano Vineyards and Winery LLC Internal Address:

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other conversion

Street Address: 8761 Dry Creek Road City: Healdsburg State: CA Zip: 95448

Execution Date: April 4, 2001

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76-243311

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

B. Trademark Registration No.(s) 1,947,162; 1,634,300; 2,239,108; 2,355,474

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

6. Total number of applications and registrations involved: 5

Name: Paulette R. Carey, Esq. Internal Address: Buchman & O'Brien, LLP

7. Total fee (37 CFR 3.41) \$ 140.00

Street Address: 510 Thornall Street, Suite 200

Enclosed Authorized to be charged to deposit account

City: Edison State: NJ Zip: 08837

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Paulette R. Carey Name of Person Signing Signature Date 01/24/02

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

COPY

TRADEMARK REEL: 002450 FRAME: 0120

SK



State of California Bill Jones Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

File# 200110210046
FILED
In the Office of the Secretary of State
of the State of California
APR - 6 2001
Bill Jones
BILL JONES, Secretary of State
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1. Name of the limited liability company: (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")
Ferrari-Carano Vineyards and Winery, LLC

2. Statement of Conversion:
Ferrari-Carano Vineyards and Winery general partnership CA not applicable
A. Name of the converting entity B. Type of entity C. Jurisdiction D. Secretary of State file number, if any

E. The principal terms of the plan of conversion were approved by a vote of the partners, which equaled or exceeded the vote required under Section 15677.3 or 16903.

F. If a vote was required pursuant to Section 15677.3 or 16903, enter the outstanding interest of each class entitled to vote on the conversion and the percentage of vote required:

Each class entitled to vote	Percentage of vote required
one class	100%

G. Address of the chief executive office of the converted entity:
8761 Dry Creek Road, P.O. Box 1549 Healdsburg CA 95448
Address City State Zip

3. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea Limited Liability Company Act.

4. Name the agent for service of process and check the appropriate provision below:
CT Corporation System which is
 an individual residing in California. Proceed to item 5.
 a corporation which has filed a certificate pursuant to Section 1505. Proceed to item 6.

5. If an individual, California address of the agent for service of process:
Address:
City: State: CA Zip:



6. The limited liability company will be managed by: (check one)
 one manager more than one manager single member limited liability company all limited liability company members

7. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate.

8. Number of pages attached, if any: none

9. Type of business of the limited liability company (For informational purposes only):
Operation of vineyards and winery

10. I certify that the statements contained in this document are true and correct to my own knowledge. I declare that I am the person who executed this instrument, which execution is my act and deed.

Donald L. Carano
Signature of Authorized Person of Converting Entity

Donald L. Carano, General Partner 4/4/01
Type or Print Name and Title of Authorized Person Date

Donald L. Carano
Signature of Authorized Person of Converting Entity

Donald L. Carano, President 4/4/01
Type or Print Name and Title of Authorized Person Date