

SECRETARY OF STATE

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

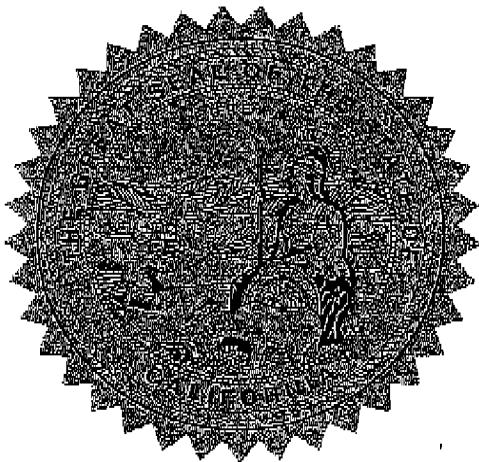
That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

APR 23 2004

Bill Jones

Secretary of State



**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
ST. HELENA WINE COMPANY, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 18 2000

BILL JONES, Secretary of State

Daniel Duckhorn and Margaret Duckhorn certify that:

1. They are the President and Secretary, respectively, of St. Helena Wine Company, Inc., a California corporation.

2. The Articles of Incorporation of this Corporation are amended by amending Article 1 so that it shall read in full as follows:

1. The name of this Corporation is Duckhorn Wine Company.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amendment of Articles has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the Corporation is 1,405,609. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: April 14, 2000.

Daniel T. Duckhorn
Daniel Duckhorn, President

Margaret Duckhorn, Secy.
Margaret Duckhorn, Secretary

