

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

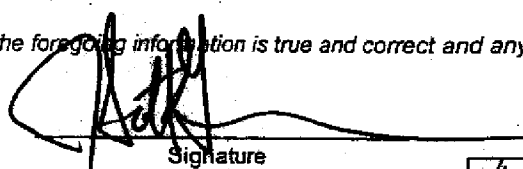
<p>1. Name of conveying party(ies): Tower Grove Vintners, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State California <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Laetitia Vineyard and Winery, Inc. Internal Address: _____ Street Address: 453 Laetitia Vineyard Drive City: Arroyo Grande State: CA Zip: 93420</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State California <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: December 18, 2002</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 2,538,899; 2,548,764; 2,587,092; 2,725,304</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: J. Scott Gerien, Esq. Internal Address: Owen, Wickersham & Erickson Suite 1910 Street Address: 455 Market Street City: San Francisco State: CA Zip: 94105</p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41)..... \$ 115.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 502333</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

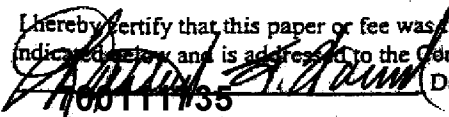
J. Scott Gerien  **9/1/04**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

Certificate of Transmission

I hereby certify that this paper or fee was faxed to the Commissioner for Patent & Trademarks under 37 CFR 1.8 on the date indicated below and is addressed to the Commissioner for Patent & Trademarks, Assignments at Fax TRADEMARK Dated: 9/1/04



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Kim Bridges
BUREAU OF ATF NATIONAL REVENUE CENTER



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

JAN 21 2003



Kevin Shelley
Secretary of State

A0591192

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TOWER GROVE VINTNERS, INC.

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

JAN 08 2003

KEVIN SHELLEY
Secretary of State

The undersigned certify that:

1. They are the president and secretary, respectively, of Tower Grove Vintners, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

ARTICLE I - NAME.

The name of this corporation is Lactitia Vineyard and Winery, Inc.

ARTICLE II - PURPOSE.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III - CAPITAL STRUCTURE.

This Corporation is authorized to issue only one class of shares of stock and the total number of shares which this Corporation is authorized to issue is two hundred fifty thousand (250,000).

ARTICLE IV - LIMITATION OF LIABILITY OF DIRECTORS.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V - INDEMNIFICATION OF AGENTS.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 137 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

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3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding voting shares of the corporation is 125,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California, that the matters set forth in this certificate are true of our own knowledge.

Dated: December 18, 2002


Selim Zilkha, President


Jan Wilkinson, Secretary

