

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 02/29/2008 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Gary Farrell Wines, Inc. | | 02/27/2008 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | Constellation Wines U.S., Inc. | | |
| Street Address: | 235 NORTH BLOOMFIELD RD. | | |
| City: | Canandaigua | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 144241059 | | |
| Entity Type: | CORPORATION: NEW YORK | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2267810 | ENCOUNTER | |
| Registration Number: | 2071637 | GARY FARRELL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (908)725-7088 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 908 722 5640 | | |
| Email: | officeactions@br-tmlaw.com | | |
| Correspondent Name: | Stephen L Baker | | |
| Address Line 1: | 575 Route 28 | | |
| Address Line 4: | Raritan, NEW JERSEY 08869 | | |
| NAME OF SUBMITTER: | Stephen L. Baker | | |
| Signature: | /Stephen L. Baker/ | | |
| Date: | 05/09/2008 | | |

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Total Attachments: 5

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STATE OF NEW YORK

DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on March 12, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF MERGER**OF****ATLAS PEAK VINEYARDS, INC., BUENA VISTA WINERY, INC., CLOS DU BOIS WINES, INC., GARY FARRELL WINES, INC. AND PEAK WINES INTERNATIONAL, INC.****INTO****CONSTELLATION WINES U.S., INC.****Under Section 904 of the Business Corporation Law of the State of New York****It is hereby certified that:**

1. The name of each constituent corporation is as follows:
 - (a) Constellation Wines U.S., Inc., a New York corporation, originally incorporated under the name Canandaigua West, Inc.;
 - (b) Atlas Peak Vineyards, Inc., a California corporation;
 - (c) Buena Vista Winery, Inc., a California corporation;
 - (d) Clos du Bois Wines, Inc., a California corporation;
 - (e) Gary Farrell Wines, Inc., a California corporation; and
 - (f) Peak Wines International, Inc., a Delaware corporation.
2. The name of the surviving corporation is Constellation Wines U.S., Inc.
3. The number of outstanding shares of the constituent entities are as follows, all of which are entitled to vote and the number of such shares are not subject to change prior to the effective date of the merger:
 - (a) Constellation Wines U.S., Inc. has 100 shares of common stock outstanding;
 - (b) Atlas Peak Vineyards, Inc. has 3,860 shares of common stock outstanding;
 - (c) Buena Vista Winery, Inc. has 7,756 shares of common stock outstanding;
 - (d) Clos du Bois Wines, Inc. has 100 shares of common stock outstanding;
 - (e) Gary Farrell Wines, Inc. has 125 shares of common stock outstanding; and

(f) Peak Wines International, Inc. has 1,000 shares of common stock outstanding.

4. The effective date of the merger shall be February 29, 2008.
5. The Certificate of Incorporation of Constellation Wines U.S., Inc. was filed by the Department of State of the State of New York on July 8, 1994, under the original name of Canandaigua West, Inc.
6. The Certificate of Incorporation of Atlas Peak Vineyards, Inc. was filed by the Department of State of the State of California on November 19, 1985, and it has not filed an application for authority to do business in New York.
7. The Certificate of Incorporation of Buena Vista Winery, Inc. was filed by the Department of State of the State of California on October 6, 1967, and it has not filed an application for authority to do business in New York.
8. The Certificate of Incorporation of Clos du Bois Wines, Inc. was filed by the Department of State of the State of California on July 22, 1982, and it has not filed an application for authority to do business in New York.
9. The Certificate of Incorporation of Gary Farrell Wines, Inc. was filed by the Department of State of the State of California on June 30, 1988, and it has not filed an application for authority to do business in New York.
10. The Certificate of Incorporation of Peak Wines International, Inc. was filed by the Department of State of the State of Delaware on May 5, 2003, and it filed an application for authority to do business in New York on September 17, 2003.
11. Each of Atlas Peak Vineyards, Inc., Buena Vista Winery, Inc., Clos du Bois Wines, Inc. and Gary Farrell Wines, Inc. has complied with the applicable provisions of the laws of the State of California, in which it is incorporated, and this merger is permitted by such laws.
12. Peak Wines International, Inc. has complied with the applicable provisions of the laws of the State of Delaware, in which it is incorporated, and this merger is permitted by such laws.
13. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of Constellation Wines U.S., Inc. on February 25, 2008, by written consent of the sole shareholder of Constellation Wines U.S., Inc. on February 27, 2008 and by unanimous written consent of the stockholders and Boards of Directors of Atlas Peak Vineyards, Inc., Buena Vista Winery, Inc., Clos du Bois Wines, Inc., Gary Farrell Wines, Inc. and Peak Wines International, Inc. on February 27, 2008.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate has been signed on the 27th day of February, 2008.

SURVIVING COMPANY:

CONSTELLATION WINES U.S., INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

MERGED COMPANIES:

ATLAS PEAK VINEYARDS, INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

BUENA VISTA WINERY, INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

CLOS DU BOIS WINES, INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

GARY FARRELL WINES, INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

PEAK WINES INTERNATIONAL, INC.

By: *Ronald C. Fondiller*
Name: Ronald C. Fondiller
Title: Senior Vice President

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CERTIFICATE OF MERGER

OF

ATLAS PEAK VINEYARDS, INC., BUENA VISTA WINERY, INC., CLOS DU BOIS WINES, INC., GARY FARRELL WINES, INC. AND PEAK WINES INTERNATIONAL, INC.

INTO

CONSTELLATION WINES U.S., INC.

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

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FEB 26 2008
TAX \$
Y: BL
ONTA

Dawn Traficanti
Nixon Peabody LLP
Clinton Square
Rochester, New York 14604

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