

OCT-09-2000 10:18 FROM-

T-684 P.003/005 F-840

FOOOOOO 5768

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SpinsIT.com, Inc.
(Name of corporation - must include suffix)

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-10/11/00--01048--002
*****87.50 *****87.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert A. Vernon
(Name of Person)
SpinsIT.com, Inc.
(Firm/Company)
4975 Bonita Beach Rd., #101
(Address)
Bonita Springs, FL 34134
(City/State and Zip code)

For further information concerning this matter, please call:

Robert Vernon at (305) 218-7410
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OCT-09-2000 10:19 FROM-

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SpinsIT.com, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 91-2074119
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4975 Bonita Beach Rd., #101, Bonita Springs, FL 34134
(Principal office address)

4975 Bonita Beach Rd., #101, Bonita Springs, FL 34134
(Current mailing address)

8. Any lawful business, including e-commerce
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

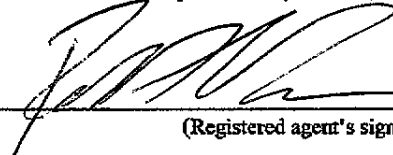
Name: Robert A. Vernon

Office Address: 4975 Bonita Beach Rd., #101

Bonita Springs, Florida 34134
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert A. Vernon

Address: 4975 Bonita Beach Rd., #101
Bonita Springs, FL 34134

Vice Chairman: Brian Reale

Address: 5304 Ventura Drive
Delray Beach, FL 33484

Director:

Address:

Director:

Address:

B. OFFICERS

President: Robert A. Vernon

Address: 4975 Bonita Beach Rd., #101
Bonita Springs, FL 34134

Vice President: Brian Reale

Address: 5304 Ventura Drive
Delray Beach, FL 33484

Secretary: Brian Reale

Address: 5304 Ventura Drive, Delray Beach, FL 33484

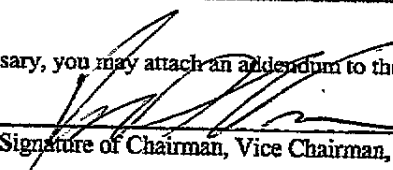
Treasurer: Robert A. Vernon

Address: 4975 Bonita Beach Rd., #101, Bonita Springs, FL 34134

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TALLAHASSEE, FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Vernon, President.
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SPINSIT.COM INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

FILED
00 OCT 11 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0581364
DATE: 07-26-00