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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/26/96--01134--011
*****78.75 *****78.75

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

W96-25086

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:

Jeff Jenkins
(Name of Person)
% American Futures
(Firm/Company)

100 Cypress Creek Road, Suite 945
(Address)

Fort Lauderdale, FL 33309
(City/State/Zip)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Jeff Jenkins
(Name of Person)

800 849-2942 ext
at (252) 754-726-6292
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 27, 1996

JEFF JENKINS
%AMERICAN FUTURES
100 CYPRESS CREEK RD #945
FT LAUDERDALE, FL 33309

SUBJECT: ONAROLL, INC.
Ref. Number: W96000025086

We have received your document for ONAROLL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 896A00053798

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. Onaroll, 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. Nevada
(State or country under the law of which it is incorporated)
3. 98-0163619
(PEI number, if applicable)
4. May 8, 1966
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or
"perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.153, F.S.))
7. Apartado 6-1097, Estafeta El Dorado
Panama, Republica de Panama
(Current mailing address)
8. Telephone conversation sales and service purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jeff Jenkins
Office Address: C/o American Futures
100 W. Cypress Creek Road, Suite 945
Fort Lauderdale, Florida, 33309
(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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Elka M. Barria, 90 La Finca de Marc M. Harris, S.A.

Address: Avenida Balboa, Balboa Plaza, 3da Piso, Panama, ROP

Vice Chairman: Riviera De Tejera, 90 La Finca de Marc M. Harris

Address: Avenida Balboa, Balboa Plaza, 3da Piso, Panama, ROP

Director: Minerva De Partilla, 90 La Finca de Marc M. Harris, S.A.

Address: Avenida Balboa, Balboa Plaza, 3da Piso, Panama, ROP

Director: _____

Address: _____

D. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Elka M. Barria

Address: Avenida Balboa, Balboa Plaza, 3da Piso
Panama, ROP Panama

Vice President: _____

Address: _____

Secretary: Minerva De Partilla

Address: Avenida Balboa, Balboa Plaza, 3da Piso
Panama, ROP Panama

Treasurer: Verna Johnson

Address: Avenida Balboa, Balboa Plaza, 3da Piso
Panama, ROP Panama

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

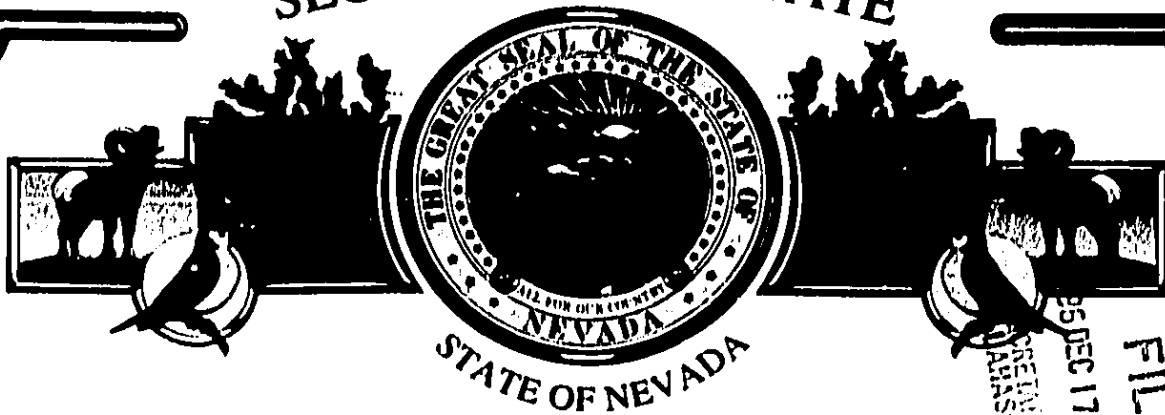
13. Elka M. Barria

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

14. Elka M. Barria President y Chairman

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
26 DEC 17 PM 4:26
CLERK OF STATE
CARSON CITY, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ONAROLL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 8, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on September 25, 1996.



Dean Heller
Secretary of State

By

James M. McWilliams
Certification Clerk