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J. LEONARD HYMAN
NORMAN L. LIPPITT
DOUGLAS A. HYMAN
BRIAN D. O'KEEFE
H. JOEL NEWMAN
NAZLI G. SATER
KENNETH F. NEUMAN
TERRY S. GIVENS
PAUL J. FISCHER
JOHN A. SELLERS
ROBERT H. LIPPITT
ROGER L. MYERS
DAVID N. MORRELL, JR.
JOHN P. GONWAY
RONALD S. MELAMED

ATTORNEYS AND COUNSELORS AT LAW
185 OAKLAND AVENUE, SUITE 300
POST OFFICE BOX 1750
BIRMINGHAM, MICHIGAN 48012

TELEPHONE
(248) 646-8292

FACSIMILE
(248) 646-8375

E-MAIL
hymallp@lr.com

* ALSO MEMBER OF CALIFORNIA BAR

October 8, 1997

VIA FEDERAL EXPRESS

Mr. Robert N. Minto
2780 Half Moon Lake Road
Hillsdale, Michigan 49242

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-10/15/97 -01058 -001
****293.75 ****293.75

Re: Organization of Rainbow Mobility, L.C.

Dear Bob:

In connection with the above-captioned matter, enclosed herein please find the Articles Of Organization, Certificate Of Designation Of Registered Agent/ Registered Office, the Affidavit Of Membership And Contributions and our firm's check in payment of the applicable filing fees. Please take the time to review these enclosures. Thereafter, if they meet with your approval, please sign the Affidavit Of Membership And Contributions in the place indicated by the green flag. Then, forward all of the enclosures to your agent in Florida, Mr. Henry A. Whitmore III so that he may execute the Certificate Of Designation Of Registered Agent/ Registered Office in the place indicated by the "Sign Here" flag. After he has had a chance to sign the Certificate, all of the enclosures should be forwarded to the Florida Department of State for filing.

I have provided addressed Federal Express packages for delivery of the documents to the Florida Department of State and for delivery of the documents to Mr. Whitmore (the package for Mr. Whitmore needs to be completed with his address). If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Very truly yours,

HYMAN LIPPITT, P.C.


John P. Gonway

JPG/kae
Enclosures

cc: Mr. Ronald Lippitt (w/ encl.)
Mr. Richard Lippitt (w/ encl.)
Robert H. Lippitt, Esq. (w/ out encl.)

L97-1150

Name	OR 10-15
Availability	
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgment	OR
W. P. Verifier	OR

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October 8, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

RE: Rainbow Mobility, L.C.

Ladies and Gentlemen:

In connection with the above-captioned matter, enclosed is an original and one (1) copy of the Articles of Organization of Rainbow Mobility, L.C., a Florida limited liability company. Also, enclosed herein please find our firm's check in the amount of Two Hundred Ninety Three and 75/100 (\$293.75) Dollars in payment of the fee of Two Hundred Fifty and 00/100 (\$250.00) Dollars for filing of the Articles of Organization and Affidavit, the fee in the amount of Thirty-Five and 00/100 (\$35.00) Dollars for the filing of the Designation of Registered Agent and for the fee in the amount of Eight and 75/100 (\$8.75) Dollars for the issuance of a Certificate of Status.

Please file the Articles of Organization, Affidavit and the Designation of Registered Agent in accordance with your standard procedure. Thereafter, please return a Certificate of Status and all correspondence regarding the foregoing to the undersigned. If you have any questions regarding following, please do not hesitate to contact the undersigned.

Very truly yours,

HYMAN LIPPITT, P.C.



John P. Gonway

JPG/smm
Enclosure

cc: Robert H. Lippitt, Esq. (w/o enclosure)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:55

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is Rainbow Mobility, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

804A Erie Drive
Oviedo, Florida 32765

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Robert Minto
2780 Half Moon Lake Road
Hillsdale, Michigan 49242

Ronald Lippitt
437 West Wise Road
Shaumburg, Illinois 60193

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Rainbow Mobility, L.C. deposes and says:

1. the above named limited liability company has at least two (2) members
2. the total amount of cash contributed by the members is Thirty Thousand and 00/100 (\$30,000.00) Dollars
3. the amount of cash or property anticipated to be contributed by members is One Hundred Thousand and 00/100 (\$100,000.00) Dollars
4. the total amounts of 2, 3 and 4 is One Hundred Thirty Thousand and 00/100 (\$130,000.00) Dollars

Romin Wheels, Inc.,
a Michigan corporation

By: 

Robert Minto

Its: President

(In Accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J:\R-S\RAINBOW\3735\AFFIDAVI.WPD

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:55

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Rainbow Mobility, L.C.

2. The name and address of the registered agent and office is:

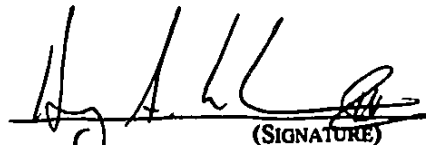
Henry A. Whitmore III
(NAME)

804 A Eyrie Drive
(P. O. Box **NOT** ACCEPTABLE)

Oviedo, Florida 32765
(CITY/STATE/ZIP)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:55

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

Henry A. Whitmore III

10/14/97
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent