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FOREIGN LIMITED LIABILITY COMPANY

SPINNING WHEEL VENTURES, LLC

Certificate of Status	0
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2 ALSO MEMBER COLORADO BAR
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

1. SPINNING WHEEL VENTURES, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-1009053
(FEI number, if applicable)
4. April 27, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 27, 2000
(Date first transacted business in Florida. See sections 608.501, 608.502, and 817.155, F.S.)
7. 6536 Via Regina, Boca Raton, FL 33433
(Street address of principal office)
8. List name, title, and business address of each managing member (MGRM) or manager (MGR) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

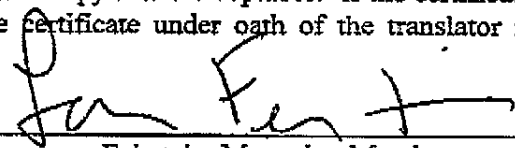
NAME & ADDRESS:

TITLE:

Laurence Feirstein

MGRM

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)


Laurence Feirstein, Managing Member

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: SPINNING WHEEL VENTURES, LLC.
2. The name and address of the registered agent and office is: Mark L. Nowak, Esq., Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, Boca Raton, FL 33431.

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.



Mark L. Nowak06/27/00
(Date)

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TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SPINNING WHEEL VENTURES, LLC" IS
DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS
THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel
Edward J. Freel, Secretary of State

3211643 8300

AUTHENTICATION: 0502480

001295186

DATE: 06-16-00

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