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April 21, 1997

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TALLAHASSEE, FLORIDA

FILED

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

CM \$ 205.00 PP

Re: Application For Authorization To Transact Business of Rainbow Wheels,
L.L.C. (the "Application")

Ladies and Gentlemen:

~~0001-1367~~

300002208009--8

-06/10/97--01095--001

****140.00 ****140.00

In connection with the above-captioned matter, enclosed please find the Application for filing and a L.L.C. Status Certificate, the limited liability company equivalent to a Certificate of Existence, issued by the Michigan Department of Consumer and Industry Services. Also, enclosed please find a check payable to the Florida Department of State for the registration fee of One Hundred Forty and 00/100 (\$140.00) Dollars. Please file the enclosed forms in accordance with your standard procedure. Thereafter, please return all correspondence to the undersigned.

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/rmo
Enclosures

cc: Robert H. Lippitt, Esq. (w/out enc.)

100002219541--5

-06/23/97--01061--009

****145.00 ****145.00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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 Rainbow Wheels, L.L.C.

(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.)

3. 38-3189399

(Jurisdiction under the law of which foreign limited liability company is organized)	(FEI number, if applicable)
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5. 2027

(Duration: Year limited liability company will cease to exist or "perpetual")

6. March 6, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

- 7 2780 Half Moon Lake Road

Hillsdale, Michigan 49242

(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)

TITLE:

MGR

2780 Half Moon Lake Road

Hillsdale, Michigan 49242

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 747,611.25
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 747,611.25
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 747,611.25
Romin Wheels, Inc., a Michigan corporation and
member of Rainbow Wheels, L.L.C.
By: Robert Minto, President



Signature of a member or authorized representative of a member.

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.)

FILED
JUN 18 AM 10:09
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**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 Wheels, L.L.C.

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

Paul Fitzgerald

(Name)

804 A Eyrie Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Oviedo, Florida 32765

(City/State/Zip)

SECRET
TALLAHASSEE, FLORIDA

97 JUN 18 AM 10:09

FILED

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.

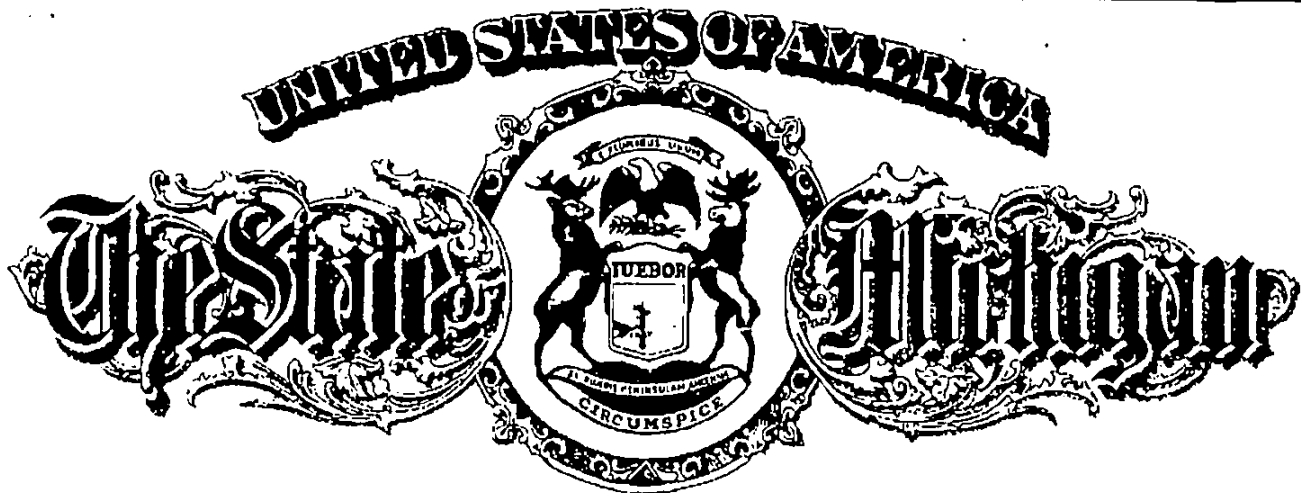


(Signature)

April 28, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

RAINBOW WHEELS, L.L.C.

a Michigan limited liability company, filed Articles of Organization in this office on March 6, 1997.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 8th day of April, 1997.

Craig B. Newell

, Acting Director