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December 2, 1997

FEDERAL EXPRESS
Florida Department of State
Registration Section
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

000002364410--7
-12/05/97-01087-003
****285.00 ****285.00

Re: *Indrio Ventures, LLC*

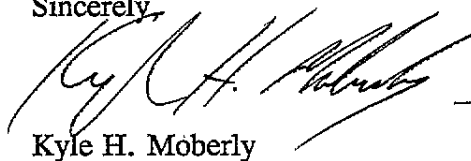
We enclose for filing duplicate originals of the Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, Certificate of Designation of Registered Agent/Registered Office and New Mexico State Corporation Commission's Certificate of Good Standing and Compliance for the above-named limited liability company.

Our client's check in the amount of \$285 is enclosed for the filing fee.

Please return your letter of acknowledgment and your receipt to this office.

Thank you.

Sincerely,


Kyle H. Moberly

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	12/10/97
Availability	du
Document Examiner	DCC
Updater	KHM/sk DCC
Enclosures as noted	
Updater	pc: Mr. Tom Q. Capron (w/o encls.)
Verifier	654464 DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. INDRIO 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. NEW MEXICO
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)
4. NOVEMBER 26, 1997
(Date of Organization)
5. DECEMBER 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. DECEMBER 18, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 188 S. DOWNTOWN MALL
LAS CRUCES, NM 88001
(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:	NAME & ADDRESS:	TITLE:
<u>TOM Q. CAPRON</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>188 S. DOWNTOWN MALL</u>		<u></u>	
<u>LAS CRUCES, NM 88001</u>		<u></u>	
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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.)

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

The undersigned member or authorized representative of a member of _____
INDRIO VENTURES, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is

\$ 160,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

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TALLAHASSEE, FLORIDA



Signature of a member or an 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.)

TOM Q. CAPRON

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

INDRIO VENTURES, LLC.

2. The name and the Florida street address of the registered agent and office are:

RICHARD D. DEIHL

(Name)

126 43RD AVENUE S.W.

Florida street address (P.O. Box NOT ACCEPTABLE)

VERO BEACH

FL

32968

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:

INDRIO VENTURES, LLC

1899988

an organization organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico
a Domestic Organization, under the

LIMITED LIABILITY COMPANY ACT

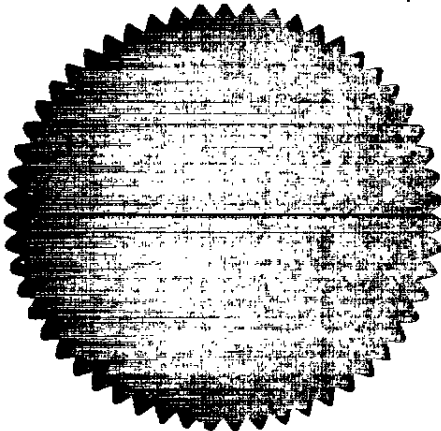
(53-19-1 TO 53-19-74 NMSA 1978)

having filed its Articles of Organization NOVEMBER 20, 1997
and Certificate of Organization issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State Corporation Commission, which have been assessed against the aforesaid organization, have been paid to date and aforesaid organization is in good standing and duly authorized to transact business as its existence has not been revoked in New Mexico. This Certificate is not to be construed as an endorsement, recommendation or notice of approval of the organization's financial condition or business activities and practices. This Certificate of Good Standing and Compliance expires when existence ceases as provided by law.

Dated: DECEMBER 1, 1997

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



Chairman

Director

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TALLAHASSEE, FLORIDA