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ACCOUNT NO. : 072100000032

REFERENCE : 222270 4311859

AUTHORIZATION : Patricia Piggott

COST LIMIT : \$ 285.00

ORDER DATE : April 28, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 222270-005

CUSTOMER NO: 4311859

CUSTOMER: Ms. Stephanie K. Smolock
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

100002860101--0

FOREIGN FILINGS

NAME: O.R. EXOTIC GOLF CARTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	5/3/99
Availability	CERTIFIED COPY
Document	PLAIN STAMPED COPY
Examiner	CERTIFICATE OF GOOD STANDING
Updater	DCC
Updater	CONTACT PERSON: Tamara Odom
Verifier	DCC
Adm. Segement	DCC
2. Verifier	DCC

FILED
99 MAY -3 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY -3 AM 9:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

5 pages

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:

SECRET
U.S. GOVERNMENT PRINTING OFFICE
1964 O - 358-000

[illegible]

**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:

O.R. EXOTIC GOLF CARTS, LLC

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

Grunow Enterprises, Inc.
(Name)

100 Anchor Drive, #459

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

Key Largo, Florida 33037

City/State/Zip

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.

Grunow Enterprises, Inc.

By: Stephanie Smolock

(Signature)
Stephanie Smolock, Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 MAY -3 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of O.R. EXOTIC GOLF CARTS, LLC
_____ certifies:

1) the above named limited liability company has at least one member;

Grunow Enterprises, Inc.

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

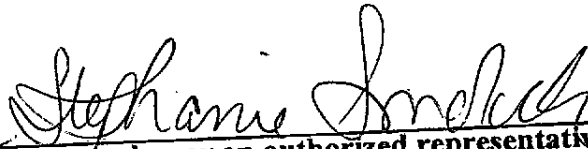
\$ 100.00 ;

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.)

\$ 0.00 ;

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.)

\$ 100.00 ;



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.)

Stephanie Smolock, Vice President of Grunow Enterprises, Inc., Sole Member

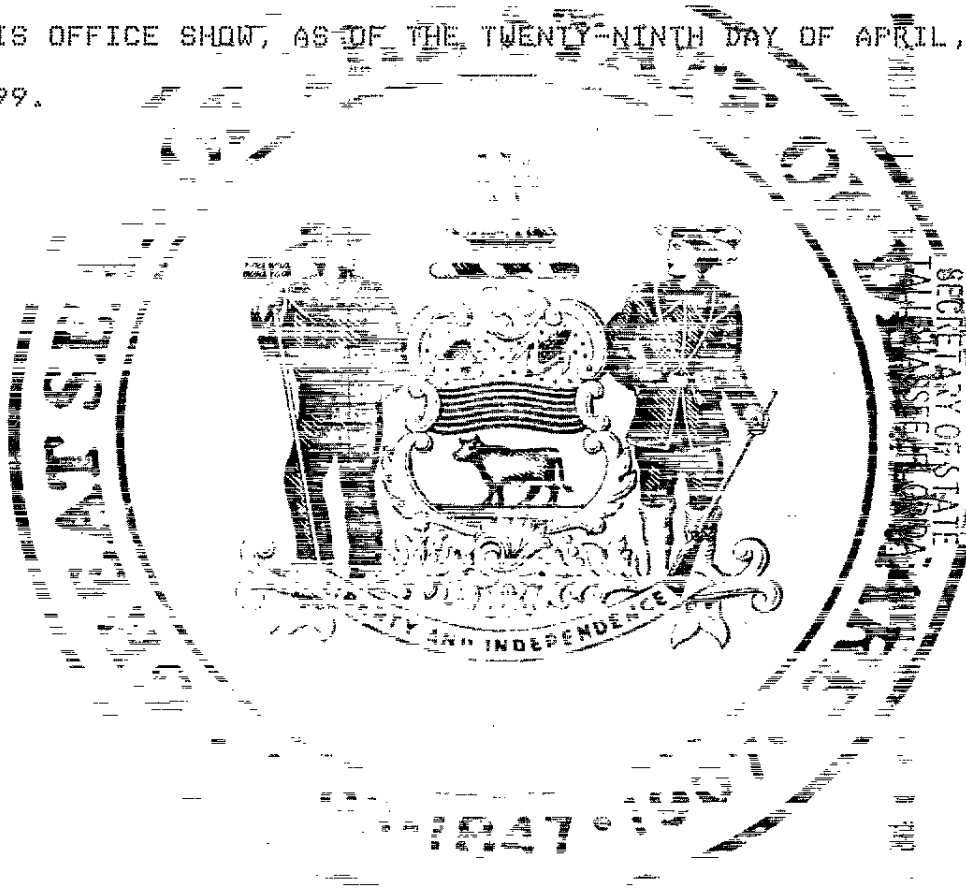
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "O.R. EXOTIC GOLF CARTS, 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 OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 1999.



99 MAY -3 AM 10:55

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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991168969

AUTHENTICATION:

DATE:

9714812

04-29-99