

Document Number Only

F98000002869

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092
City State Zip Phone

300002529639-4
-05/20/98-01002-027
*****70.00 *****70.00

CORPORATION(S) NAME

398-11467

Rainbow Holdings, Inc

d/b/a

RE & O of Florida, Inc.

98 MAY 9 9 21
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED

- Profit
- NonProfit
- Limited Liability Co.
- Foreign

- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

- Limited Partnership
- Reinstatement

- Annual Report
- Name Registration
- Fictitious Name

- Other
- Change of R.A.
- UCC

- Certified Copy

- Photo Copies

- CUS

- Call When Ready
- Walk In
- Mail Out

- Call if Problem
- Will Wait

- After 4:30
- Pick Up

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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

5-19-98

Thanks,
Jeff



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

CT CORPORATION SYSTEM

SUBJECT: RAINBOW HOLDINGS, INC.
Ref. Number: W98000011467

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DIVISION OF CORPORATIONS
98 MAY 19 PM 2:21

We have received your document for RAINBOW HOLDINGS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name that you have adopted, RE & D OF FLORIDA, INC., is also not available. Please adopt another name.

A photocopy of the certificate of existence is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 998A00028101

*Please back-date
to 5-19*

Thank U

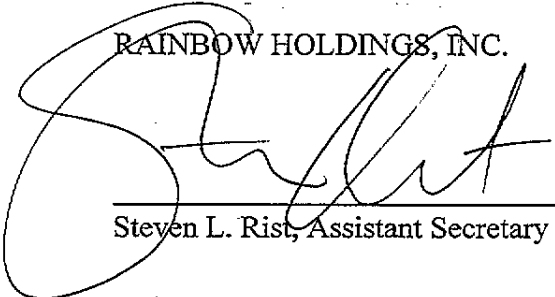
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DIVISION OF CORPORATIONS

ASSISTANT SECRETARY'S CERTIFICATE
RESOLUTION OF THE BOARD OF DIRECTORS

I, Steven L. Rist, Assistant Secretary of Rainbow Holdings, Inc., do hereby certify that this Resolution of the Board of Directors of **Rainbow Holdings, Inc.**, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on May 5, 1998.

RESOLVED, that Rainbow Holdings, Inc. organized and existing in the state of Delaware, hereby adopts the name *Colors of Rainbow, Inc.* for use in Florida.

IN WITNESS WHEREOF, the undersigned has executed this Assistant Secretary's Certificate as of the 12th day of May, 1998.

RAINBOW HOLDINGS, INC.


Steven L. Rist, Assistant Secretary

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Rainbow Holdings, Inc.
 (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
 (State or country under the law of which it is incorporated)

3. Applied For
 (FEI number, if applicable)

4. May 5, 1998
 (Date of incorporation)

5. Perpetual
 (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

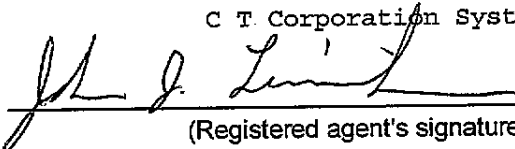
7. 1859 North Pine Island Road, Suite 268, Plantation, Florida 33322
 (Current mailing address)

8. To acquire by purchase and to receive shares of the capital stock created by any corporation.
 (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
 Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
 (Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

 (Registered agent's signature) (Officer)

John J. Linnihan, Asst. Vice-President
 (Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Kuechenberg

Address: 1859 North Pine Island Road, Suite 268
Plantation, Florida 33322

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

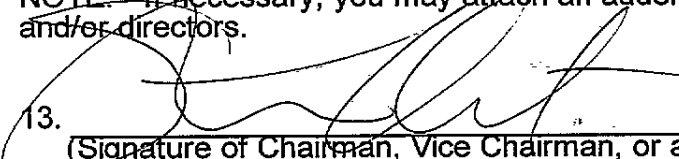
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.



13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven L. Rist, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Rainbow Holdings, Inc. d/b/a Rainbow Designs, Inc.**

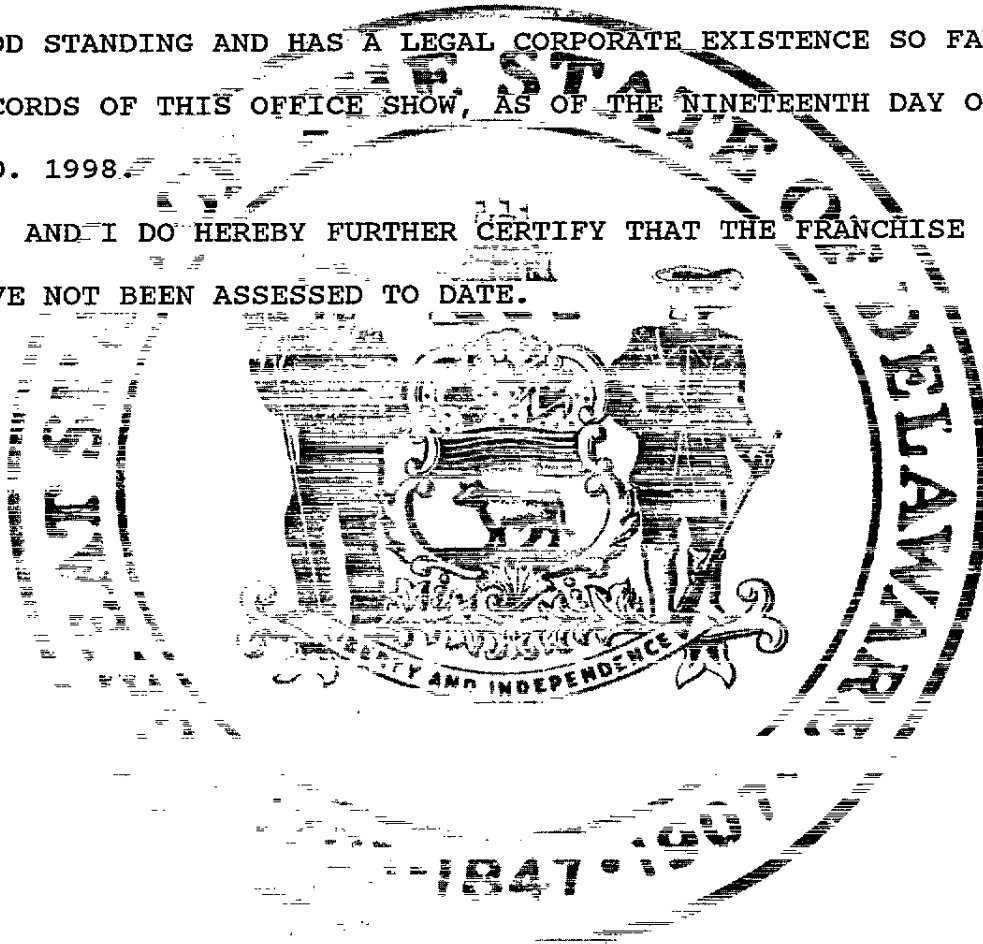
1. Robert Kuechenberg, President and Chief Executive Officer
1859 North Pine Island Road, Suite 268
Plantation, Florida 33322
2. Shlomo Cohen, Vice Preident
1859 North Pine Island Road, Suite 268
Plantation, Florida 33322
3. Kathy Cobban, Vice President
1859 North Pine Island Road, Suite 268
Plantation, Florida 33322
4. Steven L. Rist, Assistant Secretary
1859 North Pine Island Road, Suite 268
Plantation, Florida 33322

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAINBOW HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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981192248

AUTHENTICATION:

9089883

DATE:

05-19-98