

Document Number Only

F 98000002869

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

20000258998--2

-07/15/98--01072--008

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Name

Charge

Rainbow Holdings, Inc

changing and document

Rainbow Embroidery designs, inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Fict. Filing

Change of R.A.

Limited Liability Partnership

Photo Copies

ucc-1

Certified Copy

CUS

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After 4:30

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Pick Up

Mail Out

Name Availability	8/21/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

Please Return Extra Copy(s)  
Filed Stamp

JUL 15 1998

Thanks, Melanie

FILED  
98 AUG 21 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
UCC-1  
JUL 15 PM 1:37  
CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: COLORS OF RAINBOW, INC.  
Ref. Number: F98000002869

We have received your document for COLORS OF RAINBOW, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 998A00037755

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

FILED  
98 AUG 21 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Rainbow Holdings, Inc. d/b/a Colors of Rainbow, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 19, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 9, 1998

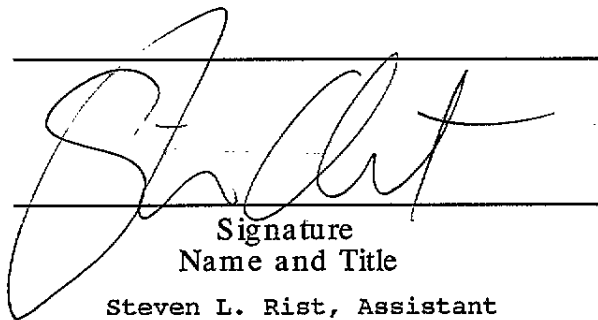
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Rainbow Embroidery Designs, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

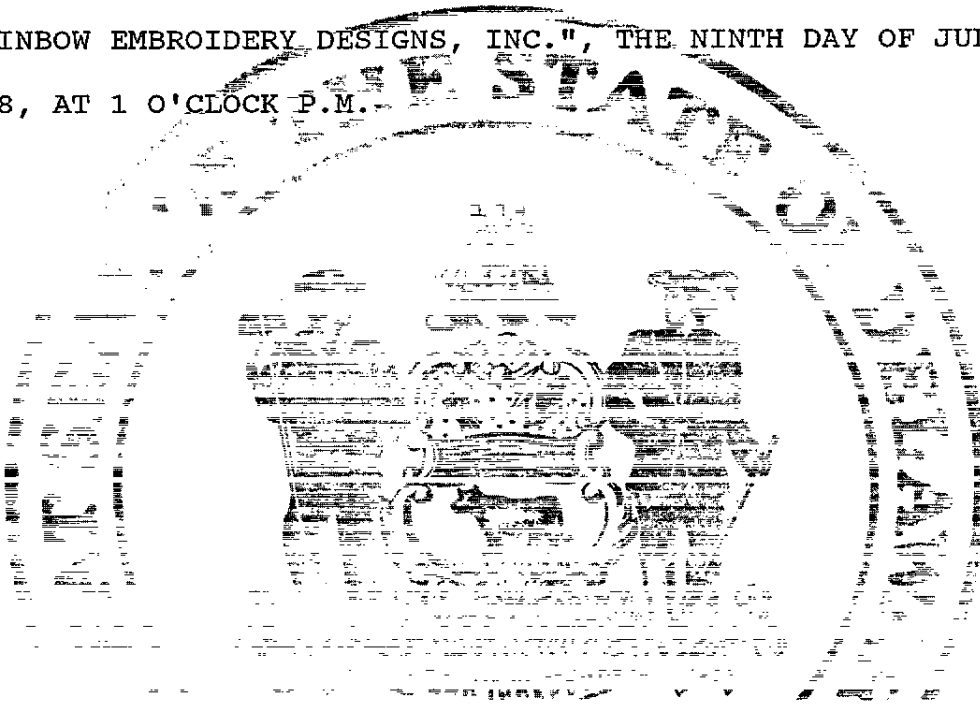
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature  
Name and Title  
Steven L. Rist, Assistant  
Secretary

7-13-98  
Date

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RAINBOW HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RAINBOW EMBROIDERY DESIGNS, INC.", THE NINTH DAY OF JULY, A.D. 1998, AT 1 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2892226 8320

981266908

AUTHENTICATION:

9187356

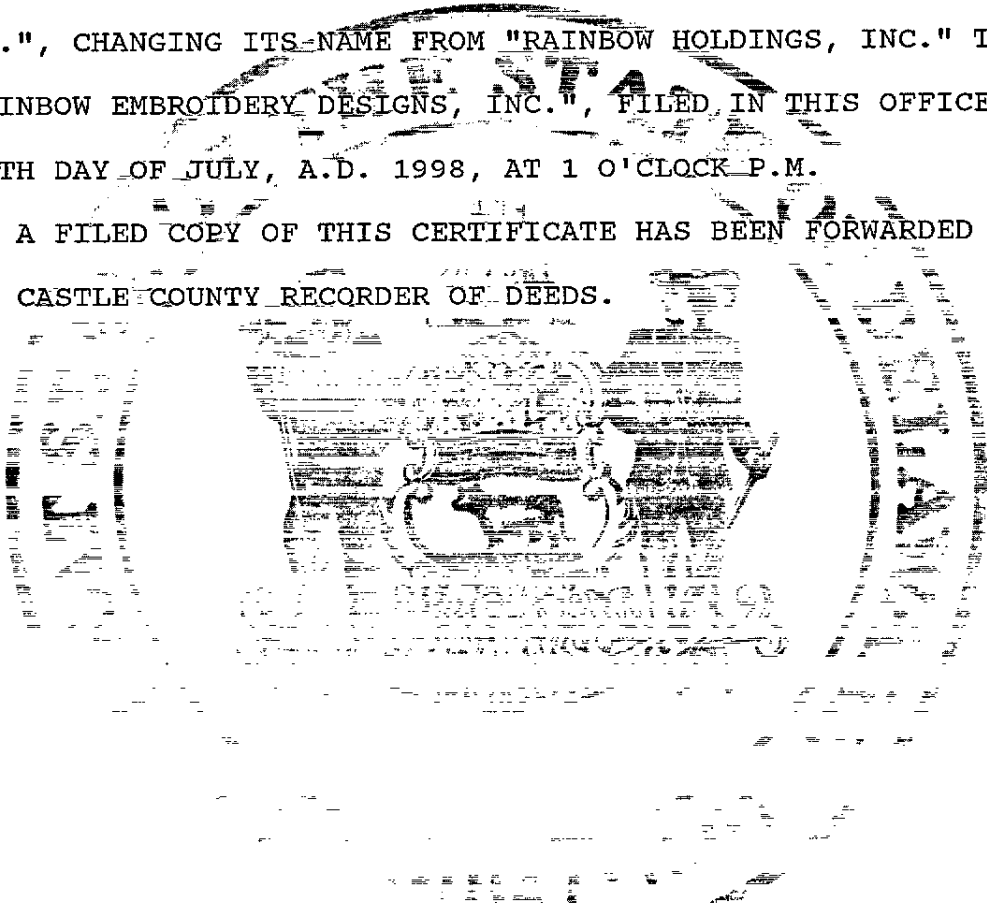
DATE:

07-09-98

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RAINBOW HOLDINGS, INC.", CHANGING ITS NAME FROM "RAINBOW HOLDINGS, INC." TO "RAINBOW EMBROIDERY DESIGNS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2892226 8100

981266535

AUTHENTICATION:

9187307

DATE:

07-09-98

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RAINBOW HOLDINGS, INC.

RAINBOW HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: Pursuant to written consent of the Board of Directors of RAINBOW HOLDINGS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

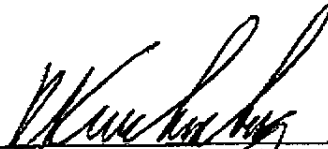
“RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:


‘FIRST: The name of the corporation is RAINBOW EMBROIDERY DESIGNS, INC.’”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent By Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, RAINBOW HOLDINGS, INC. has caused this certificate to be signed by Robert Kuchenberg, its President, and Steven L. Rist, its Assistant Secretary, this 5th day of June, 1998.

By:   
Robert Kuchenberg, President

By:   
Steven L. Rist, Asst. Secretary