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*π 04/27/11*

# LUTZ, BOBO, TELFAIR, EASTMAN, GABEL & LEE

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\*OF COUNSEL

April 22, 2011

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

Re: ***RAINBOW ENTERTAINMENT, INC.***

Dear Sir or Madam:

In connection with the above referenced matter we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50.

We would appreciate your filing these Articles at your earliest convenience and returning a copy of the filed document to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

LUTZ, BOBO, TELFAIR, EASTMAN, GABEL & LEE

By:



KATHLEEN A. SAWDO, CP, FRP  
Certified Paralegal

KAS:Sawmill\_Rainbow\_AO1\_Filing\_itr  
Enclosures  
Via Federal Express

**ARTICLES OF INCORPORATION**  
**OF**  
**RAINBOW ENTERTAINMENT, INC.**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is:

RAINBOW ENTERTAINMENT, INC.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 21710 US Highway 98, Dade City, Florida 33523.

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**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the registered office of this Corporation is 2 North Tamiami Trail, Suite 500, Sarasota, Florida 34236 and the registered agent at such office is SCOTT E. GORDON, ESQUIRE.

**ARTICLE VII - DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

GEORGE CRESSMAN	21710 US Highway 98, Dade City, Florida 33523
RON GODSHALK	21710 US Highway 98, Dade City, Florida 33523
LAWRENCE LUPINETTI	21710 US Highway 98, Dade City, Florida 33523

**ARTICLE VIII - AMENDMENT**

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


**ARTICLE IX - INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is:

Scott E. Gordon	2 N. Tamiami Trail, Suite 500 Sarasota, Florida 34236
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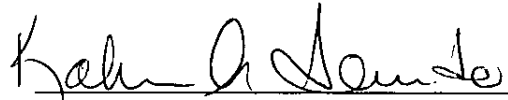
The undersigned has executed these Articles this 22 day of April, 2011.

  
SCOTT E. GORDON

"INCORPORATOR"

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22 day of April, 2011, by SCOTT E. GORDON (Notary choose one) [ ] who is personally known to me.

  
Notary Public  
Print Name of Notary Public  
My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for RAINBOW ENTERTAINMENT, INC. at the place designated in the Articles, 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.

  
\_\_\_\_\_  
SCOTT E. GORDON  
Registered Agent

Date: 4-22-11

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