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4/24/97

FLORIDA DIVISION OF CORPORATIONS
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((H9700006735 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: RAINBOW PICTURE FRAMES INC.

AUDIT NUMBER.....H9700006735

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 APR 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/25/97

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97 APR 25 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RAINBOW PICTURE FRAMES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

342 E. 9 ST #208
HIALEAH FL 33010

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Prepared by: RAMON A. VENTURA
342 E. 9 ST #208
HIALEAH FL 33010

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Ramon A. Ventura
RAINBOW PICTURE FRAMES INC.
342 E. 9 ST #208
HIALEAH FL 33010

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

RAMON A. VENTURA
342 E. 9 ST #208
HIALEAH FL 33010

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

24TH day of April, 19 97.



Signature

Signature

Signature

H9700006735

FILED

97 APR 25 AM 9:00

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RAINBOW PICTURE FRAMES INC.

2. The name and address of the registered agent and office is:

RAMON A. VENTURA

(NAME)

342 E. 9th #208

(P.O. BOX NOT ACCEPTABLE)

HIACLEAH FL 33010

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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

R. Ventura

DATE

4/24/97

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