

**KATHY MERRITT**

P99000009274

2659 Mall Drive # 2  
Sarasota, FL 34231  
Sarasota

Phone (941)927-1893  
Fax (941) 927-1893  
Email pride698@aol.com

January 22, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/27/99--01037--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To whom it may concern,

Enclosed you will find the Articles of Corporation of Rainbow Pride, Inc. and a check in the amount of \$78.75 for the Filing Fees, Registered Agent Designation Fee and the Certified Copy Fee. This will be a profit corporation in Florida.

I hope all the documents suit your standards as I would like to expedite this as soon as you possibly can. If you have any further questions feel free to contact me at the above Email, fax or phone number.

Sincerely,

Kathy Merritt

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FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
RAINBOW PRIDE, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is:

RAINBOW PRIDE, INC.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in the business of furnishing *Internet research and advertising.*

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, seawalls, canals and water and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as Nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares,

merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

### ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) Shares of Common Stock having One Dollar (\$1.00) par value.

### ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$1,000.00.

### ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

### ARTICLE VI

REGISTERED OFFICE AND AGENT: The initial street address of the registered office of this Corporation in the State of Florida is: 2659 Mall Drive #2 Sarasota, Florida 34231 The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be *Kathy Merritt*.

### ARTICLE VII

DIRECTORS: This Corporation shall have *two (2)* Directors initially. The number of Directors may be modified from time to time by By-Laws adopted by the Stockholders.

### ARTICLE VIII

INITIAL DIRECTORS: The names and street addresses of the members of the first Board of Directors are:

NAMES	ADDRESSES
Kathy Merritt	2659 Mall Drive # 2 Sarasota, Florida 34231
Mary Nicolini	2659 Mall Drive # 2 Sarasota, Florida 34231

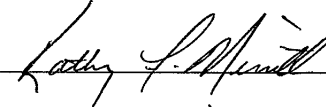
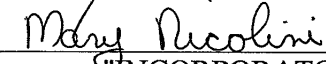
ARTICLE IX

INCORPORATORS: The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

NAMES	ADDRESSES
Kathy Merritt	2659 Mall Drive # 2 Sarasota, Florida 34231
Mary Nicolini	2659 Mall Drive #2 Sarasota, Florida 3423

ARTICLE X

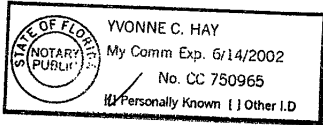
AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting by a majority of the stock entitled to voter thereon.

  
 \_\_\_\_\_  
  
 \_\_\_\_\_  
 "INCORPORATORS"

State of Florida        )  
 County of Sarasota    )

I Hereby Certify that on this day before, a Notary Public duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared: Kathy Merritt and Mary Nicolini to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to these Articles of Incorporation for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and State named above, this 22 day of January, 1999.



*Yvonne C. Hay*  
\_\_\_\_\_  
Notary Public

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

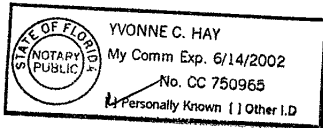
*Kathy L. Merritt*  
\_\_\_\_\_  
Kathy Merritt

State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 22 day of January, 1999, by Kathy Merritt.

*Yvonne C. Hay*  
\_\_\_\_\_  
Notary Public

My commission Expires:



**FILED**  
99 JAN 27 PM 2:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA