

FD300000/608

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

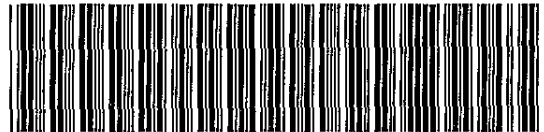
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04/01/03--01061--001 \*\*87.50

FILED

03 APR - 1 PM 1:30

FLORIDA

FD3-1608

RECEIVED

03 APR - 1 AM 11:31

FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ED LARY

DATE: 4/1/03

REF. #: 0687.14060

CORP. NAME: Rainbow Overseas Investments, Inc

- |                                                           |                                                 |                                                  |
|-----------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                     |                                                 |                                                  |

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03 APR - 1 PM 1:30  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 504886 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ 0

PLEASE RETURN:

- |                                                           |                                                                             |                                             |
|-----------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY        | <del><input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING</del> | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |                                                                             |                                             |

Examiner's Initials

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

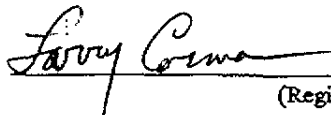
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RAINBOW OVERSEAS INVESTMENTS, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language and 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. PANAMA  
(State or country under the law of which it is incorporated)
3. N/A  
(FEI number, if applicable)
4. JANUARY 19, 1996  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2424 N. FEDERAL HIGHWAY, SUITE 101  
(Principal office address)  
BOCA RATON, FL 33431  
(Current mailing address)
8. REAL ESTATE INVESTMENTS  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: HRAWG CORP.  
Office Address: 1801 N. MILITARY TRAIL #200  
BOCA RATON, , Florida 33431  
(City) (Zip code)

## 10. Registered agent's 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 obligations of my position as registered agent.*

HRAWG CORP.



LARRY CORMAN, PRESIDENT

(Registered agent's signature)

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.

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03 APR - 1 PM 1:30  
ALLA HASSER, FLORIDA  
STATE

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

## A. DIRECTORS

Chairman: ROBERT D. GENOVESE

Address: c/o BG CAPITAL GROUP SOUTH FLORIDA, INC., 2424 N. FEDERAL HIGHWAY,  
SUITE 101, BOCA RATON, FLORIDA 33431

Vice Chairman:

Address:

Director: MARIE MCDONALD

Address: P.O. BOX N-10206

NASSAU, BAHAMAS

Director: PACHRIDEE HANNA

Address: P.O. BOX SB-50176

NASSAU, BAHAMAS

## B. OFFICERS

President: ROBERT D. GENOVESE

Address: c/o BG CAPITAL GROUP SOUTH FLORIDA, INC., 2424 N. FEDERAL HIGHWAY,  
SUITE 101, BOCA RATON, FLORIDA 33431

Vice President:

Address:

Secretary: ROBERT D. GENOVESE, c/o BG CAPITAL GROUP SOUTH FLORIDA, INC.,

Address: SUITE 101, 2424 N. FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33431

Treasurer: ROBERT D. GENOVESE, c/o BG CAPITAL GROUP SOUTH FLORIDA, INC.,

Address: SUITE 101, 2424 N. FEDERAL HIGHWAY, BOCA RATON, FLORIDA 33431

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. ROBERT D. GENOVESE, PRESIDENT

(Typed or printed name and capacity of person signing application)

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03 APR - 1 PM 1:30  
TALLAHASSEE, FLORIDA

DECA

PAG: 1

EL REGISTRO PUBLICO DE PANAMA

28/02/2003

CON VISTA A LA SOLICITUD: 479034-35

C E R T I F I C A:

-----QUE LA SOCIEDAD : -----  
RAINBOW OVERSEAS INVESTMENTS INC.  
SE ENCUENTRA REGISTRADA LA FICHA 403589 DOC. 254385 DESDE EL  
VEINTICINCO DE JULIO DE DOS MIL UNO ,  
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1 ) MARTIN CHRISTEN
- 2 ) MARCO MONTANARI
- 3 ) MICHAEL C.E. TURNER

QUE SUS DIGNATARIOS SON:

|            |                       |
|------------|-----------------------|
| PRESIDENTE | : MARTIN CHRISTEN     |
| TESORERO   | : MICHAEL C.E. TURNER |
| SECRETARIO | : MARCO MONTANARI     |

QUE SU AGENTE RESIDENTE ES: MORGAN Y MORGAN

QUE SU CAPITAL ES DE \*\*\*\*\*5,000.00 DOLARES AMERICANOS.

DETALLE DEL CAPITAL :

EL CAPITAL SOCIAL ES DE CINCO MIL DOLARES DIVIDIDO EN CINCO MIL  
ACCIONES DE UN VALOR NOMINAL DE UN DOLAR CADA UNA. LAS ACCIONES  
PODRAN SER EXPEDIDAS EN FORMA NOMINATIVA O AL PORTADOR.

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL VEINTIOCHO DE FEBRERO DE  
DOS MIL TRES , A LAS 11:53:00.4 A.M.

NOTA: ESTA CERTIFICACION PAGO

DERECHOS POR UN

VALOR DE B/. 30.00

COMPROBANTE NO. 479034-35

FECHA: 28/02/2003 ( DECA )

  
IRMA I. GARCIA P.  
CERTIFICADOR



# APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1 País PANAMA

El presente documento publico

2 ha sido firmado por L. Maria Sanchez

3 quien actúa en calidad de Certificadora

4 y está revestido del sello / timbre de 30/-

CERTIFICADO **7 MAR 2003**

5 en PANAMA

6. el día

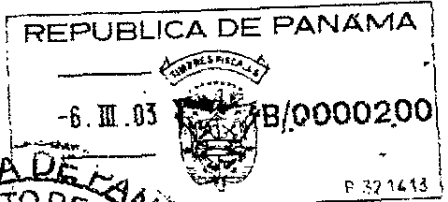
7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 1507

9 Sello / timbre

10. Firma:

2/- Inocencia Viquez  
Inocencia Viquez



Esta Autenticacion no  
implica responsabilidad  
en cuanto al contenido  
del documento

## THE PUBLIC REGISTRY

28/02/2003

IN VIEW OF REQUEST 479034-35

## CERTIFIES:

----- THAT THE CORPORATION -----

**RAINBOW OVERSEAS INVESTMENTS INC.**

IS RECORDED AT FICHE: 403589, DOCUMENT: 254385 - SINCE THE  
TWENTY FIFTH DAY OF JULY OF THE YEAR TWO THOUSAND ONE,  
THAT THE CORPORATION IS IN FORCE.

THAT ITS DIRECTORS ARE:

- 1) MARTIN CHRISTEN
- 2) MARCO MONTANARI
- 3) MICHAEL C.E. TURNER

THAT ITS OFFICERS ARE:

PRESIDENT - MARTIN CHRISTEN  
TREASURER - MICHAEL C.E. TURNER  
SECRETARY - MARCO MONTANARI

THAT ITS RESIDENT AGENT IS: MORGAN &amp; MORGAN

THAT ITS CAPITAL IS \*\*\*\*\*5,000.00 AMERICAN DOLLARS.

DETAIL OF THE CAPITAL:

THE STOCK CAPITAL IS FIVE THOUSAND DOLLARS (US\$5,000.00), DIVIDED INTO FIVE  
THOUSAND (5,000) SHARES WITH A NOMINAL VALUE OF ONE DOLLAR (US\$1.00) EACH.  
SHARES MAY BE ISSUED IN NOMINATIVE FORM OR TO BEARER.

THAT ITS DURATION IS PERPETUAL.

THAT ITS DOMICILE IS IN PANAMA.

ISSUED AND SIGNED IN THE CITY OF PANAMA ON THE TWENTY EIGHTH DAY OF  
FEBRUARY OF THE YEAR TWO THOUSAND AND THREE AT 11:52:59.9 A.M.

NOTE: THIS CERTIFICATION HAS PAID THE STAMP/SEAL TAX OF B/.30.00 (THIRTY  
DOLLARS)<LOCAL CURRENCY EQUIVALENT TO AMERICAN DOLLARS> VOUCHER  
No.479034-35 DATE: 28/02/2003 ( DECA )

(sgd. by) ILLEGIBLE  
IRMA I. GARCIA P.  
Certifier

SEAL/ PUBLIC REGISTRY OF PANAMA - CERTIFICATIONS DEPARTMENT

Apostille

(THE HAGUE CONVENTION OF OCTOBER 5, 1961)

1. Country - PANAMA

The present public document.

2. was signed by - IRMA GARCIA

3. who is acting as - CERTIFIER

4. an includes the seal/stamp of B/.30.00

5. in Panama on March 7, 2003

7. by - Administrative Office.

8. under number 1506

9. Seal/Stamp B/.2.00 10. Signature - Inocencia Vasquez

Round Stamp on Apostille Reads: Republic of Panama\* Ministry of  
Government and Justice/ Treasury Department/seal/

This authentication implies no responsibility regarding the  
content of this document.

THIS IS A TRUE TRANSLATION INTO THE ENGLISH LANGUAGE OF THE ORIGINAL  
DOCUMENT WRITTEN IN SPANISH.

PANAMA, MARCH 7, 2003.

  
LETICIA GUTIERREZ CRUZ

Traductor Público Autorizado  
Resolución 83-14 Junio de 1986  
Ministerio de Gobierno y Justicia