

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rainbow Group, Ltd
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Charles C. Edwards, MD
(Name of Person)

(Firm/Company)

3907 Greenway
(Address)

Baltimore, Md. 21218
(City/State and Zip code)

For further information concerning this matter, please call:

Charles Edwards at (410) 366-2299
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2008

CHARLES C. EDWARDS
3907 GREENWAY
BALTIMORE, MD 21218

SUBJECT: RAINBOW GROUP, LTD.
Ref. Number: W08000012746

We have received your document for RAINBOW GROUP, LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2150.00.

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) 245-6047.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 808A00014842

Charles C. Edwards, MD
3907 Greenway, Baltimore, Maryland 21218
Tel: 410-366 2299 Fax: 410-366 2266
ccegse@aol.com

FILED
2008 MAR 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 17, 2008

To: Ms. Carolyn Lewis
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32314

Fax: 850-245 6804

Re: Florida Business License

Dear Ms Lewis,

I appreciate your assistance in properly completing the Rainbow Group's application for a Florida Business License. As we discussed, Rainbow Group had no actual past presence in Florida. Please discard the mistaken original application page and insert the enclosed replacement.

If you have any questions, my phone number is 410-366 2299. Please let me know when the license is issued. Thank you for your cooperation and assistance with the issuance of this license.

Yours truly,



Charles C. Edwards, MD

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 Group, Ltd.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Rainbow Group, Ltd. Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. British Virgin Islands 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 1, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3907 Greenway, Baltimore, Md 21218 for US investment
(Principal office address)

3907 Greenway, Baltimore, Md 21218
(Current mailing address)

8. International lending business
(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 NOT acceptable)

Name: Barnaco, Inc. / Beverly R. Mitchell

Office Address: 6869 West Highway 100

Bonnet, FL 32110, Florida
(City) (Zip code)

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2008 MAR 14 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Beverly R. Mitchell
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Charles C. Edwards, U.S. director nominee

Address: 3907 Greenway
Baltimore, Md 21218

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles C. Edwards, U.S. officer nominee

Address: 3907 Greenway
Baltimore, Md 21218

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Charles C. Edwards
(Signature of Director or Officer listed in number 12 of the application)

14. Charles C. Edwards Pres Chairman
(Typed or printed name and capacity of person signing application)

TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004

CERTIFICATE OF GOOD STANDING
(SECTION 235)

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004,

RAINBOW GROUP, LTD.

BVI COMPANY NUMBER: 274777.

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



[Handwritten Signature]
REGISTRAR OF CORPORATE AFFAIRS
24th day of December, 2007