

F98000005282

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RAINBOW COMMUNICATIONS LIMITED
(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:

TIMOTHY W. BRIDGES 100002644441--3
(Name of Person) -09/21/98--01061--001
*****70.00 *****70.00

RAINBOW COMMUNICATIONS LIMITED
(Firm/Company)

840 NE 20th DRIVE
(Address)

FT. LAUDERDALE, FL 33305
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

TIMOTHY W. BRIDGES at (954) 568-2423
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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9/21

**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 COMMUNICATIONS LIMITED (CORPORATION)
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as 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. ILLINOIS 3. 58-2412764
(State or country under the law of which it is incorporated) (FEI number, if applicable)

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

6. 9/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 840 NE 20th DRIVE
FT. LAUDERDALE FL 33305
(Current mailing address)

8. TELNET TO SERVER IN ILLINOIS FOR ADMINISTRATION
(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)

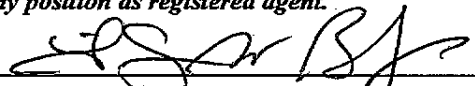
Name: TIMOTHY W. BRIDGES

Office Address: 840 NE 20th DR.

FT. LAUDERDALE, Florida, 33305
(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.


(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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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: TIMOTHY W. BRIDGES

Address: 840 NE 20th DR.
Ft. Lauderdale, FL 33305

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: TIMOTHY W. BRIDGES

Address: 840 NE 20th DR.
Ft. Lauderdale, FL 33305

Vice President: _____

Address: _____

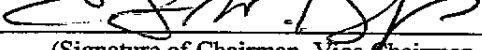
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  9/17/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TIMOTHY W. BRIDGES PRESIDENT
(Typed or printed name and capacity of person signing application)

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File Number 6004-742-1



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that RAINBOW COMMUNICATIONS LIMITED, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 20, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ **10TH**
day of _____ **SEPTEMBER** *A.D., 19* **98**

George H Ryan

SECRETARY OF STATE