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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

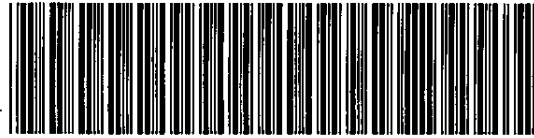
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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04/30/07--01005--017 \*\*155.00

Effective Date 5/1/07

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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April 13, 2007

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

**RE: Rainbow Water Colors, Inc.**

Gentlemen:

The enclosed Certificate of Conversion, Articles of Organization, and applicable fees are submitted to convert an "Other Business Entity" into a Florida Limited Liability Company" in accordance with s.608.439, F.S.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
10350 W. McNab Road  
Tamarac, FL 33321

The enclosed check for \$155.00 represents the filing fees for the conversion and Articles of Organization, and the issuance of a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2007

CARMEN S. ROMERO-TEJEDA  
CST BUSINESS & FINANCIAL SERVICES  
10350 W. MCNAB RD.  
TAMARAC, FL 33321

SUBJECT: RAINBOW WATER COLORS, LLC  
Ref. Number: W07000020990

We have received your document for RAINBOW WATER COLORS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited liability company's organization date will be deemed effective as of ☒ October 18, 2006, in accordance with the applicable Florida Statute. Please amend Article 3 in the Articles of Organization accordingly.

The limited liability company may designate an individual or another business entity to serve as its registered agent, not both. Please amend your document to reflect only one registered agent.

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) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 207A00030141

May 15, 2007

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

**RE: Rainbow Water Colors, Inc.**

Gentlemen:

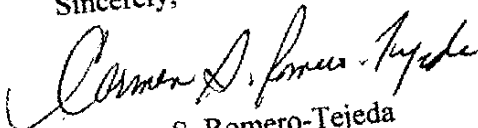
The enclosed Certificate of Conversion and Articles of Organization are resubmitted to convert :  
"Other Business Entity", Rainbow Water Colors, Inc, into a Florida Limited Liability Company"  
accordance with s.608.439, F.S.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
10350 W. McNab Road  
Tamarac, FL 33321

For further information concerning this matter, please contact me, the undersigned at (954) 323-87

Sincerely,

  
Carmen S. Romero-Tejeda

**Certificate of Conversion**  
**For**

CST Business & Financial Services  
10350 W. McNab Road ♦ Tamarac, FL 33321 ♦ Tel: (954) 323-8224 / Fax: (954) 206-1051 ♦ Email: c

**Certificate of Conversion**  
**For**  
**"Other Business Entity"**  
**Into**  
**Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 APR 30 PM 3:41

Effective Date  
5/1/07

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **Rainbow Water Colors, Inc.** PB6-132724
2. The "Other Business Entity" is a **Profit Corporation** incorporated under the laws of the **State of Florida** on **October 18, 2006**.
3. The jurisdiction of the "Other Business Entity" has never been changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **Rainbow Water Colors, LLC** to become effective May 1, 2007.

Signed this 13th day of April 2007.

Edgar Lopez

Edgar A. Lopez, President  
Rainbow Water Colors, Inc.

**ARTICLES OF ORGANIZATION**

**OF**

**RAINBOW WATER COLORS, LLC**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 APR 30 PM 3:41

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **RAINBOW WATER COLORS, LLC**.

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 4764 SW 34 Terrace; Dania, Florida 33312

**ARTICLE 3 - EFFECTIVE DATE**

The limited liability company's existence will begin effective October 18, 2006 in accordance with applicable Florida Statutes.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company's is organized is to engage in and transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED AGENT**

The initial name and address of the registered agent of this

Company is CST Business & Financial Services, 10350 W. McNab Road, McNab Business Park, Tamarac, FL 33321

#### **ARTICLE 7 - MANAGEMENT**

The Company shall be a member-managed limited liability company. The name(s) of all members and/or member manager(s) is/are:

**Manager Member:**

**Edgar A. Lopez**

The mailing address of the member(s) and/or member manager(s) shall be the same as of the principal office of the Company.

#### **ARTICLE 8 - ADMISSION OF NEW MEMBER**

Member(s) of the limited liability company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing member(s), and the existing member(s) shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE 9 - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests. If the assignment is not approved by all of the membership interests, the assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### **ARTICLE 10 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.

## **ARTICLE 11 - INDEMNIFICATION AND INSURANCE**

The Company shall indemnify members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding.

The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s).

The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company.

The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding.

The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or



advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons

**IN WITNESS WHEREOF,** The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Tamarac, Florida for the foregoing uses and purposes, this 13 day of April, 2007.



Carmen S. Romero-Tejeda, Authorized Representative of the Member(s)

**REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

RAINBOW WATER COLORS, LLC

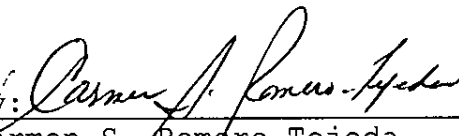
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DIVISION OF CORPORATIONS  
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**REGISTERED AGENT/OFFICE:**

CST BUSINESS & FINANCIAL SERVICES  
ATTN: CARMEN ROMERO-TEJEDA  
10350 W. McNAB ROAD  
McNAB BUSINESS PARK  
TAMARAC, FL 33321

I agree to act as registered agent and to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

**CST BUSINESS & FINANCIAL SERVICES**

By:   
Carmen S. Romero-Tejeda