

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



1950000319

ACCOUNT NO. 0710100012

REFERENCE : 583858 151850A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 24, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 583858

CUSTOMER NO: 151850A

CUSTOMER: William D. Ward, Esq
WILLIAM D. WARD, ESQ

Suite 200
2625 Ponce De Leon Boulevard
Miami, FL 33134

700001471217
-05/02/95--01100--012
****337.50 ****337.50

DOMESTIC FILING

NAME: RAINBOW PARTNERS LIMITED
LIABILITY COMPANY

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN APR 27 1995

FILED
95 APR 24 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~195-8448~~
~~6/27/1127~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RAINBOW PARTNERS LIMITED LIABILITY COMPANY
Ref. Number: W95000008728

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00019237

**ARTICLES OF ORGANIZATION OF THE
RAINBOW PARTNERS LIMITED COMPANY**

FILED
95 APR 24 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the limited liability company is:

RAINBOW PARTNERS LIMITED COMPANY.

ARTICLE II

The mailing address and the street address of the principle office of the limited liability company is:

**RAINBOW PARTNERS LIMITED COMPANY
5854 SOUTH DIXIE HIGHWAY
SOUTH MIAMI, FLORIDA 33143 - 3645**

ARTICLE III

The period of duration for the limited liability company shall be

PERPETUAL.

ARTICLE IV

The limited liability company is to be managed by the members of the Rainbow Partners Limited Company and is reserved to the members whose names and addresses are as follows:

**Lydia M. White, 500 Savona Avenue, Coral Gables, Florida 33146
Ann - Marie M. Godfrey, 2536 SE 19th Place, Homestead, Florida 33035
Rebecca Whoberry-Urbe, 301 NW 109 Avenue #215, Miami, Florida 33172
Edgar Rene-Urbe, 301 NW 109 Avenue #215, Miami, Florida 33172**

ARTICLE V

The right is given to the organizing members of the Rainbow Partners Limited Company to admit additional members upon agreement of all of the existing members on such terms and conditions as they unanimously agree.

ARTICLE VI

The purpose of Rainbow Partners Limited Company will be the ownership, management and rental of real estate and any other activities which may be allowed unto the limited liability company provisions of Florida Statutes Number 608.

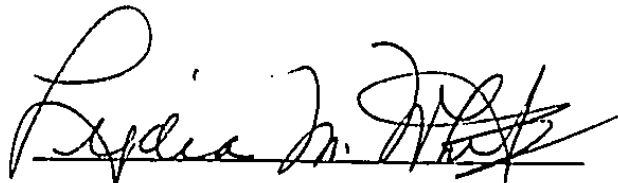
ARTICLE VII

The right is given to the remaining members of the Rainbow Partners Limited Company to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Rainbow Partners Limited Company deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$10,000.00
- 3) the agreed value of property other than cash contributed by members is \$140,000.00 in loans by the original members to the limited liability company to purchase property
- 4) the total amount of cash or property anticipated to be contributed by members is \$150,000.00. This total includes amounts from 2 and 3 above.

A handwritten signature in dark ink, appearing to read 'Lydia M. White', with a stylized flourish at the end.

Lydia M. White, member of Rainbow Partners Limited Company
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is:

RAINBOW PARTNERS LIMITED COMPANY

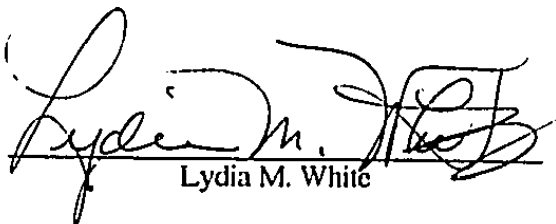
2. The name and address of the registered agent and office is:

LYDIA M. WHITE

5854 SOUTH DIXIE HIGHWAY

SOUTH MIAMI, FLORIDA 33143-3645

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Lydia M. White

April 25, 1995.


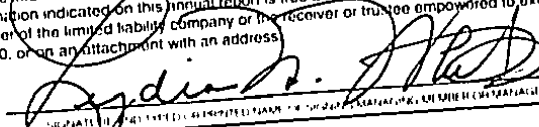
FILED
95 APR 24 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 APR 18 PM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Matham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
Name and Mailing Address of Limited Liability Company		DOCUMENT #L95000000319	
RAINBOW PARTNERS LIMITED COMPANY 5854 S. DIXIE HIGHWAY SOUTH MIAMI FL 33143-3645		1a. Principal Place of Business Address 5854 S. DIXIE HIGHWAY SOUTH MIAMI FL 33143	
2. Principal Place of Business		3. Date Organized or Qualified	
Suite, Apt. #, etc.		04/24/1995	
City & State		4. FET Number 65-0573735	
Zip		5. Date of Last Report	
Country		6. Certificate of Status Desired <input type="checkbox"/> 75 Additional Fee Requested	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
WHITE, LYDIA M 5854 S. DIXIE HIGHWAY SOUTH MIAMI FL 33143		Name Street Address (P.O. Box Number is Not Acceptable) 800001791428 -04723796--01165--012 Suite, Apt. #, etc. ****238.75 ****238.75 City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE		DATE	
(The registered agent accepting appointment) (If the registered agent signature is not present, attach separate statement)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	WHITE, LYDIA M	500 SAVONA AVENUE	CORAL GABLES FL
MGRM	GODFREY, ANN - MARIE M	2536 SE 19TH PLACE	HOMESTEAD FL
MGRM	WHOBERRY-URIBE, REBECC	301 NW 109 AVENUE, #215	MIAMI FL
MGRM	RENE-URIBE, EDGAR	301 NW 109 AVENUE, #215	MIAMI FL
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this Annual Report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		(305) 466-4647 4/14/96	