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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Rainbow Heights International LLC

Certificate of Status	0
Certified Copy	0
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JUN - 3 2008

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. RAINBOW HEIGHTS INTERNATIONAL LLC
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. 06-1720639
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JANUARY 26, 2004 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

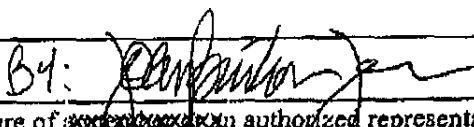
7. c/o VENEVISION STUDIOS
7321 N.W. 75TH STREET, MEDLEY, FLORIDA 33166
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the ~~managing members~~ or managers are as follows:
GABRIEL MONTOYA, c/o VENEVISION STUDIOS, 7321 N.W. 75TH STREET, MEDLEY, FLORIDA 33166
PEDRO R. TINOCO, c/o VENEVISION STUDIOS, 7321 N.W. 75TH STREET, MEDLEY, FLORIDA 33166

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: EDUCATIONAL
TELEVISION CHANNEL.

B4: 
Signature of ~~authorized~~ authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
JOAN BURTON JENSEN
Typed or printed name of signee

Date: May 30, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RAINBOW HEIGHTS INTERNATIONAL LLC

2. The name and the Florida street address of the registered agent and office are:

JOAN BURTON JENSEN

(Name)

c/o FINSER CORPORATION, 121 ALHAMBRA PLAZA, SUITE 1400

Florida Street Address (P.O. Box NOT ACCEPTABLE)

CORAL GABLES, FLORIDA 33134

City/State/Zip

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 obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

By: 

(Signature)

JOAN BURTON JENSEN

Date: May 30, 2008

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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PAGE 1

The First State

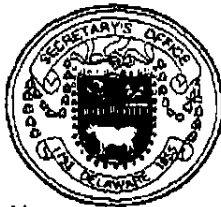
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAINBOW HEIGHTS INTERNATIONAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3758320 8300

080651889

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6628485

DATE: 06-02-08