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DAVID W. POPICK

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ADMITTED TO PRACTICE IN FLORIDA AND NORTH CAROLINA

April 2, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Articles of Incorporation for Rainbow Rose Foundation, Inc.,
a Florida not-for-profit corporation**

To Whom it May Concern:

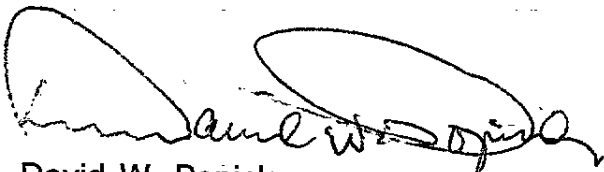
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-04/06/98--01055-019
*****70.00 *****70.00

Enclosed herewith are the following:

1. Original and one copy of Articles of Incorporation for Rainbow Rose Foundation, Inc.
2. Certificate of Designation Registered Agent/Registered Office.
3. Money order in the amount of \$70.

Please return the copy of the Articles of Incorporation to me showing your date and time stamp.

Very truly yours,



David W. Popick
DWP/rm

enclosures (4)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 AM 11: 18

FILED

ARTICLES OF INCORPORATION

OF

RAINBOW ROSE FOUNDATION, INC.

FILED

98 APR -6 AM 11: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned desires to form a corporation not for profit.

ARTICLE I

The name of this Corporation is RAINBOW ROSE FOUNDATION, INC.

ARTICLE II

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III

The classes, rights, privileges, qualifications and obligations of members of this corporation, if any, are as stated in the By-Laws of this Corporation.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The affairs of the Corporation are to be managed by the officers of the Corporation who shall be elected by the Board of Directors.

ARTICLE VI

The Corporation shall never have less than three (3) directors. The Board of Directors may increase or decrease the number of directors from time to time as provided in the By-Laws. Directors shall be elected or appointed in the manner and for the terms provided in the By-Laws.

ARTICLE VII

The following are the names and addresses of the individuals who are to serve as the initial Directors of this Corporation:

A. William Browning
P.O. Box 1299
Orlando, Florida 32802-1299

Tommy Jean Jones
2815 S.W. 36th Drive
Ocala, Florida 32774

Thomas L. Miller
2400 Reef Court
Orlando, Florida 32805

ARTICLE VIII

The power to alter, repeal, amend or adopt new By-Laws is vested in the Board of Directors.

ARTICLE IX

The street address of the initial principal office of this Corporation is 498 North O.B.T., Lot 217, Box 62, Orlando, Florida 32805, and its post office address is P.O. Box 1299, Orlando, Florida 32802-1299.

ARTICLE X

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are: 1041 Tuscany Place, Winter Park, Florida 32789-1017; David W. Popick.

ARTICLE XI

The name and address of the incorporator are: A. William Browning, P.O. Box 1299, Orlando, Florida 32802-1299.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed this 1st day of April, 1998.

A. William Browning
A. William Browning

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 1st day of April, 1998, by A. WILLIAM BROWNING, who is personally known to me or who has produced a Florida driver's license as identification.

David W. Popick
David W. Popick, Notary Public, State of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is RAINBOW ROSE FOUNDATION, INC.
2. The name and address of the registered agent and office are:

David W. Popick
1041 Tuscany Place
Winter Park, Florida 32789-1017

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE _____

David W. Popick

DATE _____

4-1-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 AM 11:18

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