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July 28, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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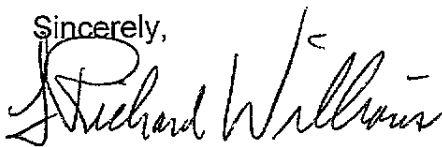
RE: Rainbow Travel Club, Inc.

Enclosed please find the original and two copies of the Articles of Incorporation for the above captioned non-profit corporation.

Also enclosed is our trust check in the amount of \$122.50 to cover the cost of filing and certified copies of this corporation.

If you should have any questions or need any further information, please do not hesitate to contact our office.

Sincerely,



L. RICHARD WILLIAMS,
Paralegal

Enclosures:

APPROVED
AND
FILED
93 JUL 30 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAINBOW TRAVEL CLUB, INC.
(FLORIDA NON-PROFIT CORPORATION)

ARTICLE I CORPORATE NAME

The name of this corporation is: **Rainbow Travel Club, Inc.**

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AND
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TALLAHASSEE, FLORIDA

ARTICLE II CORPORATE NATURE

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

Provide travel information and limited services to members at no profit for the sole purpose of travel enjoyment and knowledge

- a. For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b. To offer support to various community projects and charities.

c. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V AUTHORIZED CAPITAL STOCK DIVIDENDS

This corporation shall issue no stock.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF DIRECTORS:

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors

and until the qualification of the successors in office. Annual meeting shall be held at **1517 1/2 South Dale Mabry Highway, Tampa, Florida 33629** on the last Tuesday of **July** each year at 7:30 P.M., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Article of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. CORPORATE OFFICERS:

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time-to-time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT - DIRECTOR

Santiago Garciga , 1517 1/2 South Dale Mabry, Tampa, Florida 33629

VICE PRESIDENT - DIRECTOR

Guy Murdock, 1517 1/2 South Dale Mabry, Tampa, Florida 33629

SECRETARY - DIRECTOR

Maria Garciga, 4111 Fig Street, Tampa, Florida 33609

TREASURER - DIRECTOR

Santiago Garciga, address above

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE X SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is as follows:

Santiago Garciga, 1517 1/2 South Dale Mabry, Tampa, Florida 33629

ARTICLE XI AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate action that must

be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII PHYSICAL ADDRESS

The street address of the initial principal office of this corporation is: **1517 1/2 South Dale Mabry, Tampa, Florida 33629.**

ARTICLE XIV REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be **1517 1/2 South Dale Mabry, Tampa, Florida 33629** and the name of its registered agent at said address shall be **Santiago Garciga, 1517 1/2 South Dale Mabry, Tampa, Florida 33629.**

ARTICLE XV AMENDMENT OF ARTICLE

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XVI AMENDMENT OF ARTICLE

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

THE UNDERSIGNED, being the Subscriber and Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this ___ day of July, 1998

WITNESSED BY:

WITNESS:

Santiago Garcia
SANTIAGO GARCIGA

WITNESS:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **Santiago Garciga**, and he to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of July, 1998.

George A. DuFour
NOTARY PUBLIC

STATE OF FLORIDA "AT LARGE"

Print Name:

My Commission Expires



George A. DuFour
MY COMMISSION # CC554479 EXPIRES
June 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACKNOWLEDGMENT

THAT, "**Rainbow Travel Club, Inc.** ", desiring to organize under the laws of the State of Florida, as a corporation not for profit, with its Principal office as indicated in the Articles of Incorporation, has named **Santiago Garciga of 1517 1/2 South Dale Mabry, Tampa, Florida 33629**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions relative to keeping open said office.


SANTIAGO GARCIGA

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA