

**P00000051577**  
LAW OFFICES OF  
RONALD H. KAUFFMAN

100 S.E. SECOND STREET  
SUITE 2700  
MIAMI, FLORIDA 33131  
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May 9, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

600003250466--8  
-05/12/00--01058--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation of Zaperoco LLC,  
and the Certificate of Registered Agent.

Also enclosed is a check in the amount of \$78.75 to cover filing fee, certified copy and  
the registered agent's fees.

Thank you for your attention to this matter.

Sincerely,

  
Ronald H. Kauffman, Esq.

Enclosures

FILED  
00 MAY 25 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 25 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 17, 2000

RONALD H. KAUFFMAN  
100 S.E. SECOND STREET STE 2700  
MIAMI, FL 33131

SUBJECT: RAINBOW AMUSEMENT COMPANY, INC.  
Ref. Number: W00000012860

We have received your document for RAINBOW AMUSEMENT COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 000A00027886

FILED

ARTICLES OF INCORPORATION

00 MAY 25 PM 3: 09

The undersigned incorporator, for the purpose forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation. TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be RAINBOW AMUSEMENT COMPANY, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is the manufacture and wholesale and retail sales of clothing and related articles; and all other related purposes not prohibited by law.

ARTICLE IV

This corporation is authorized to issue 5000 shares one dollar (\$1.00) par value common stock.

ARTICLE V

Section 1. Rights Upon Liquidation or Dissolution.-The assets of this corporation shall be payable to and distributed ratably among holders of record of the Common shares.

Section 2. Voting Rights.-Except as otherwise provide by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of record of the Common Shares.

ARTICLE VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be one without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the principal office of this, corporation is 17170 N.W. 2ND Court Miami FL 33169.

#### ARTICLE VIII

The street address of the initial registered agent is, and the name of the initial registered resident agent of this corporation at that address is: Ronald Kauffman, 100 S.E. Second Street Suite 2700 Miami Florida 33131.

#### ARTICLE IX

This corporation shall have 2 directors initially the number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MEIER H. KAUFFMAN, 17170 N.W. 2ND Court Miami FL 33169

JOHN RIZZO, 17170 N.W. 2ND Court Miami FL 33169

#### ARTICLE X

The name and address of the person signing these articles Meier H. Kauffman, 17170 N.W. 2ND Court Miami FL 33169.

#### ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XII

The approval of shareholders of this corporation to plan of merger shall be required in every case, whether or not such approval is required by law.


#### ARTICLE XIII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV

This corporation reserved the right to amend or repeal any provision contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporators have executed these Articles of Incorporation this 9 day of May 2000.

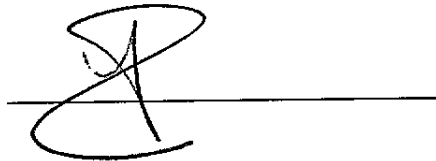
  
Meier H. Kauffman

STATE OF FLORIDA >  
COUNTY OF DADE >

Before me, the undersigned authority personally Appeared, Meier H. Kauffman, who is personally known to me or who presented a Florida driver's license as identification and who did take an oath and is known to me to be the person who executed the foregoing articles of incorporation.

In witness whereof I have hereunto set my hand and fixed my official stamp, in the State of Florida and County of Miami-Dade.

Dated: 5-9-00





Yvonne Perez  
MY COMMISSION # CC773949 EXPIRES  
September 9, 2002  
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

In compliance with Fla. Stat. § 607.0501(3) 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.

The name of the corporation is: RAINBOW AMUSMENT, INC.

The name and address of the registered agent and office is RONALD H. KAUFFMAN, 100 S.E. Second Street Suite 2700 Miami Florida 33131.

Having been named as registered agent and to accept service of process for the above stated corporation, at the lace designated herein, I hereby agree to act in this capacity, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

Dated: 5/22/00

  
\_\_\_\_\_  
RONALD KAUFFMAN

FILED  
00 MAY 25 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA