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ACCOUNT NO. : 072100000032

REFERENCE : 805470 9290A

AUTHORIZATION :

Patricia Pizano

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 2000

ORDER TIME : 2:29 PM

ORDER NO. : 805470-005

CUSTOMER NO: 9290A

CUSTOMER: Howard M. Weiss, Esq
Howard M. Weiss, Esq

200003366402--8

796f Cavalier Drive

Indialantic, FL 32903

DOMESTIC FILING

NAME: CLASSIC - RAINBOW GROUP INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 PM 3:33

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00 AUG 21 PM 3:13

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL
AUG 21 2000

**ARTICLES OF INCORPORATION
OF
CLASSIC - RAINBOW GROUP INC .**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 21 PM 3: 33

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLASSIC – RAINBOW GROUP INC.

The principal place of business of this corporation shall be 3625 N.W. 31ST Avenue, Oakland Park, Florida 33309 and the mailing address of the corporation shall be 3625 N.W. 31 st Avenue, Oakland Park, Florida 33309.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 796 F Cavalier Drive, Indialantic, Florida 32903 and the name of the initial registered agent of the corporation at that address is HOWARD M. WEISS

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the bylaws.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is

Howard M. Weiss
796F Cavalier Drive
Indialantic, Florida 32903

IN WITNESS WHEREOF, the undersigned has set his hand and seal
this 18th day of August 2000.

Howard M. Weiss
HOWARD M. WEISS, Incorporator

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"

Howard M. Weiss
HOWARD M. WEISS Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD



The foregoing instrument was acknowledged before me this 18th day of August 2000 by Howard M. Weiss.

Shawna Clough
NOTARY PUBLIC