

Law Offices of
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Attorneys at Law

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P000000100032

October 18, 2000

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: THE RAINFOREST, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for THE RAINFOREST, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00

TOTAL: \$70.00

Please return a copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

Stephen F. Voigt, Sr., Esq.

SFVsr/mnz
Enclosures

FILED
OCT 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W-25397
10-20
10-24



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 20, 2000

STEPHEN F. VOIGT, SR., ESQ.
2414 BEE RIDGE RD.
SARASOTA, FL 34239

SUBJECT: THE RAINFOREST, INC.
Ref. Number: W00000025397

We have received your document for THE RAINFOREST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 100A00055075

ARTICLES OF INCORPORATION
OF

~~THE RAINFOREST XXXXXX~~
RAINFOREST OF SIESTA KEY, INC.

ARTICLE I - NAME

The name of this corporation is ~~THE RAINFOREST XXXXXX~~
RAINFOREST OF SIESTA KEY, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 350 HERON'S RUN DRIVE, #519, SARASOTA, FL 34232.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is VOIGT & VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

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OCT 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NEIL O. WEIDMAN
350 HERON'S RUN DRIVE, #519
SARASOTA, FL 34232

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

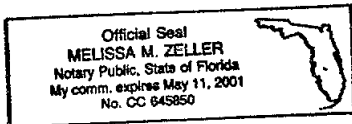
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of OCTOBER, 2000.

Neil O. Weidman
NEIL O. WEIDMAN

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 18 day of OCTOBER, 2000 by NEIL O. WEIDMAN, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



Melissa M. Zeller
Notary Public
Melissa M. Zeller
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY: [Signature]
Stephen F. Voigt, Esq.