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MELVIN J. WITTE
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FORT LAUDERDALE, FLORIDA 33306

PHONE (954) 566-3848

July 7, 2001 VIA EXPRESS MAIL

New Filings Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: BETTY'S RAINBOW CORP.

Ladies/Gentlemen:

600004465456--8
-07/10/01--01008--001
****131.25 *****87.50

Enclosed are the following:

1. Executed original of the Articles of Incorporation of BETTY'S RAINBOW CORP. (subscribed and acknowledged by WILSON L. H. LAU, incorporator, who has also signed the acceptance as resident agent.)
2. A complete copy of the Articles, also manually signed by the incorporator and resident agent.
3. My Trust Account check No. 3014, dated this date and payable to order of Secretary of State, State of Florida, in amount of \$131.25 to cover:

Filing fee	\$35.00
Resident agent designation fee	35.00
Certified copy fee	52.50
Certificate of Status fee	8.75
Total	\$131.25

Please send the certified copy of the Articles, and the Certificate of Status, to me.

If there is any question concerning this submission I ask that you please phone me, COLLECT if your procedures require, at (954) 566-3848.

Thank you for your cooperation.

Very truly yours,

Melvin J. Witte

Enclosures

cc: Mr. Wilson L. H. Lau
cc: Punam Enterprises, Inc.

FILED
01 JUL -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUL 11 2001

FILED
01 JUL -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETTY'S RAINBOW CORP.

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

ARTICLE ONE

The name of the corporation is BETTY'S RAINBOW CORP.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has the authority to issue is one hundred thousand (100,000), all of which shall be common shares with par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 4450 W. Hillsboro Boulevard, Coconut Creek, Florida 33073. and the name of the initial registered agent at such address is WILSON L. H. LAU. The foregoing street address is also the principal office address of the corporation and the mailing address of the corporation.

ARTICLE SIX

The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

ARTICLE SEVEN

The name and address of the incorporator are:

NAME

WILSON L. H. LAU

ADDRESS

116 S.E. 1st Street
Dania, FL 33004

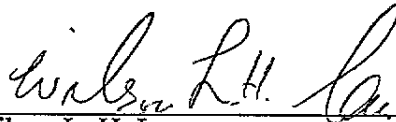
ARTICLE EIGHT

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

IN WITNESS WHEREOF, I have subscribed my name this 7th day of

July

, 2001



Wilson L. H. Lau
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7th day of
July, 2001 by WILSON L. H. LAU, whom I identified by FLORIDA DRIVER'S
LICENSE



Melvin J. Witte
MY COMMISSION # CC953975 EXPIRES
August 7, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

A handwritten signature in dark ink, appearing to read "Melvin J. Witte".

Notary Public, State of Florida

MELVIN J. WITTE

My Commission Expires:

AUGUST 7, 2004

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.



Wilson L. H. Lau, Registered Agent

Date: July 7, 2001