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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 13, 2001

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: RAINBOW IMAGE, INC.

Ref. Number: W01000028583

We have received your document for RAINBOW IMAGE, INC.. However the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6934.

Loria Poole Corporate Specialist New Filings Section

Letter Number: 401A00065698

ARTICLES OF INCORPORATION OF RAINBOW IMAGE, INC.

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 IS:

RAINBOW IMAGE, INC. LL PLACE OF BUSINESS OF TI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: 926 SW 150TH TERRACE SUNRISE, FL 33326

ARTICLE II: DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III: PURPOSE
THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF
TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLES IV: CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000) SHARES OF \$1.00 PAR VALUE COMMON STOCK.

ARTICLE V: PRE-EMPTIVE STOCK

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 OF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

L.C. FARRINGTON, ESQ. 1410 SW 87th Avenue Pembroke Pines, FL 33314 FLORIDA BAR #935573 ARTICLE VI: INITIAL REGISTERED OFFICE & AGENT THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 926 SW 150TH TERRACE SUNRISE, FL 33326

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: LEON ELALOUF

ARTICLE VII: INITIAL BOARD OF DIRECTORS THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY, THE NAME AND ADDRESS IS: LEON ELALOUF 926 SW 150TH TERRACE, SUNRISE, FL 33326

ARTICLE VIII: SPECIAL PROVISION
IT IS THE INTENT OF THE INCORPORATOR THAT THE
CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE
INTERNAL REVENUE CODE AND THAT THE CORPORATION CAN
FILE AS A SUBCHAPTER S CORPORATION.

ARTICLE IX: INDEMNIFICATION
THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR
DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR, TO THE
FULL EXTENT PERMITTED BY LAW

ARTICLE X: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OF AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS THEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION, THIS 13TH DAY OF DEcamber, 2001.

LEON ELALOUF

STATE OF FLORIDA 55 COUNTY OF BROWARD:

BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGEMENTS PERSONALLY APPEARED AND PERSONALLY KNOWN TO ME, LEON ELALOUF,

IS THE SUBSCRIBER AND HAS EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HAS ACKNOWLEDGED BEFORE ME THAT HE EXECUTED AND SUBSCRIBED TO THESE ARTICLES OF INCORPORATION...

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE AFORESAID THIS 28TH DAY OF NOVEMBER 2001.

NOTARY PUBLIC STATE AT LARG

MY COMMISSION EXPIRES:

CERTIFICATE OF REGISTERED AGENT OF

RAINBOW IMAGE, INC.

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AS 926 SW 150TH TERRACE, SUNRISE, FL 33326,

HAS NAMED LEON ELALOUF, LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

REGISTÈRED AGENT

01 DEC 14 PM 12: 55
SECRETARY OF STATE