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LAW OFFICES OF JUSTIN G. JOSEPH, P.A.
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February 2, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300004889843--8
-02/07/02--01027--025
*****70.00 *****70.00

Re: Athens Rainbow, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Athens Rainbow, Inc.

Additionally, I am enclosing our firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 70.00

Thank you for your assistance in this matter.

Very truly yours,


Karen H. Midkiff

FILED
02FEB-7 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KHM
Enclosure(s)

02-13-02
15

ARTICLES OF INCORPORATION
OF
ATHENS RAINBOW, INC.

FILED
02 FEB -7 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned MILTON H. SCHMIDT, does hereby make
subscribe, acknowledge and files these Articles of Incorporation
for the purpose of becoming a corporation under the laws of the
State of Florida.

ARTICLE I

NAME

The name of this corporation shall be ATHENS RAINBOW, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of operating a
gift shop and any other legal purposes, with its principal place of
business at 624 Athens Street, Tarpon Springs, Florida 34689, and
mailing address shall be the same.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One
Hundred (100) shares of common stock with par value of One Dollar
(\$1.00).

The initial shareholders and amount of shares owned is as
follows:

Fifty Percent (50%) of common stock to MILTON H. SCHMIDT; and
Fifty Percent (50%) of common stock to JANET L. SCHMIDT.

The 100 shares held by the initial stockholders as listed
above may not be resold or otherwise transferred to other persons
unless such shares are first offered to the remaining stockholders
or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 10819 Alico Pass, New Port Richey, Florida 34655, and the name of the initial registered agent of this corporation at that address is MILTON H. SCHMIDT.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and 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 will not have directors.

ARTICLE VII

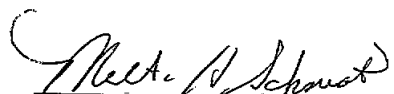
OFFICERS OF THE CORPORATION

The officers of the corporation shall be MILTON H. SCHMIDT, President and Secretary; and JANET L. SCHMIDT, Vice President and Treasurer.

ARTICLE VIII

INCORPORATORS

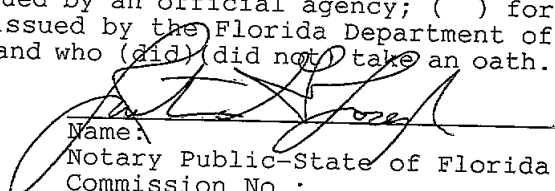
The name and address of the initial incorporator to these Articles of Incorporation are:


MILTON H. SCHMIDT

10819 Alico Pass
New Port Richey, FL 34655

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1 day of FEBRUARY, 2002, MILTON H. SCHMIDT, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did) (did not) take an oath.


Name: _____
Notary Public-State of Florida
Commission No.: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ATHENS RAINBOW, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tarpon Springs, State of Florida, has named MILTON H. SCHMIDT, located at 10819 Alico Pass, New Port Richey, Florida 34655, as its agent to accept service of process within Florida.

SIGNATURE: _____

TITLE: INCORPORATOR

DATE: 2-1-02

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

MILTON H. SCHMIDT

Date 2-1-02

FILED
02 FEB -7 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA