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Direct Dial: 305-379-5574  
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

March 19, 2002

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

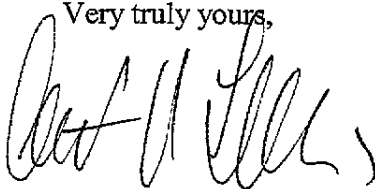
Re: Rainbow Shades of America, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Rainbow Shades of America, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 22 AM 8:53

MI 39821 One Battery Park Plaza  
New York, NY  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1775 I Street, N.W.  
Washington, D.C.  
20006-2401  
202-721-4600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800

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**ARTICLES OF INCORPORATION  
OF  
RAINBOW SHADES OF AMERICA, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 22 AM 8:53

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

**ARTICLE I -- NAME**

The name of the corporation is RAINBOW SHADES OF AMERICA, INC.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the corporation shall be 4485 SW 161<sup>st</sup> Street, Ocala, Florida 34473.

**ARTICLE III -- DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV -- PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V -- CAPITAL STOCK**

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

**ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

## **ARTICLE VII -- INITIAL BOARD OR DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Jose Tamariz  
4485 SW 161st Street  
Ocala, Florida 34473

## **ARTICLE VIII -- OFFICERS**

The names, addresses and positions of the initial officers of the corporation are set forth below and such persons shall hold such offices until their successors are elected by the Board of Directors:

Jose Tamariz  
4485 SW 161st Street  
Ocala, Florida 34473

President

Jose F. Tamariz  
Casilla Postal 10473  
Guayaquil, Ecuador  
S.A.

Secretary and Treasurer

## **ARTICLE IX -- BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders of the Board of Directors.

## **ARTICLE X -- INDEMNIFICATION**

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

## **ARTICLE XI -- PREEMPTIVE RIGHTS**

Every Stockholder, upon the 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XII -- INCORPORATOR

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

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

## ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

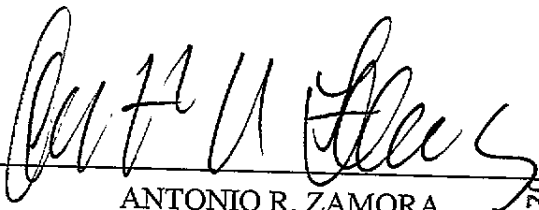
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of March, 2001.

  
ANTONIO R. ZAMORA

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 19th day of March, 2001.

  
ANTONIO R. ZAMORA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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