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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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02 AUG 22 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RAINBOW COUNTER TOP, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #) 900007282549--1  
-08/22/02--01038--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

4. (Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
02 AUG 22 AM 11:05

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**

RAINBOW COUNTER TOP, INC.

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporations, for he profit, and subject to the following provisions:

**ARTICLE - I**

The name of the corporation shall be : RAINBOW COUNTER TOP, INC.

**ARTICLE - II**

This corporation shall have perpetual existence.

**ARTICLE - III**

This corporation is organised for the purpose of transacting any, or all lawful business.

**ARTICLE - IV**

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is 900 shares of common stock at \$ 2.00

( Two DOLLAR ) per share.

**ARTICLE - V**

The post office address of the initial registered office of this corporation in the State Of Florida is :

2571 West 3rd AV. Hialeah, FL. 33010

The name of the initial registered agent at such address is : LUIS LOPEZ

**ARTICLE - VI**

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by - laws

**ARTICLE - VII**

The board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

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### ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

#### BOARD OF DIRECTORS

#### ADDRESS

Luis Lopez ( President) 275 West 25th ST. Hialeah FL.33010  
Morgan Delgado (Secretary), 5390 W 21 Ct, Hialeah, FL. 33016  
Alberto Gonzalez ( Treasurer) 216 W 25th ST. Hialeah, FL.33010

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is :

#### NAME

#### ADDRESS

#### NO. OF SHARES

Luis Lopez	275 W 25th ST.Hialeah, FL.33010	300
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### ARTICLE -IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

### ARTICLE -X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

### ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

Preemptive rights ( NOT ) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

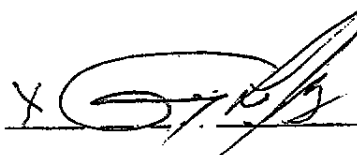
These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this

20 day of August, 2002

  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA (


COUNTY OF DADE ( SS

BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared :

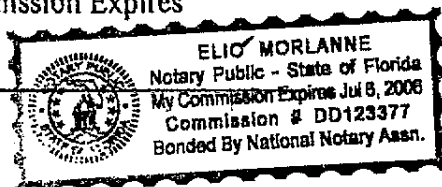
Luis LOPEZ

Who first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal a Miami, Dade County Florida, this 20 day of August 2002

  
NOTARY PUBLIC, STATE OF  
FLORIDA

My Commission Expires



**CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

**FILED**  
**02 AUG 22 PM 12:33**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of chapter 48.091, Florida statutes, the is submitted, in  
compliance with said Act:

First - That

RAINBOW COUNTER TOP INC.

qualified to do business under the laws of the State of Florida with its  
principal office at 2571 W 3rd Avenue, Hialeah of State of  
Florida  
has appointed

LUIS LOPEZ

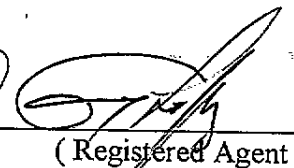
( Street address and number of building, Post Office Box of acceptable ).

City of Hialeah, County of DADE

State of, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT : ( MUST BE SIGNED BY DESIGNATED AGENT )**

Having been named to accept service of process for the above stated corporation,  
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open said office.

By   
( Registered Agent )