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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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(Business Entity Name)

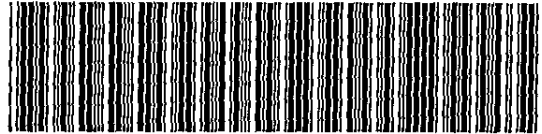
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May 13, 2003

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

Re: RAINTREE INTERNATIONAL INVESTMENTS, INC.

Dear Sir/Madame:

Enclosed please find an original plus a copy of Articles of Incorporation for the above-captioned corporation. Kindly file said Articles with the Secretary of State and return a certified copy to us. Enclosed is a check in the amount of \$78.75 made payable to the Secretary of State to cover filing fees.

Thank you and if you have any questions please give me a call at 888-908-6100.

Very truly yours,

Naomi Ratinov

**ARTICLES OF INCORPORATION
OF
RAINTREE INTERNATIONAL INVESTMENTS, INC.**

FILED

03 MAY 16 AM 10:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Raintree International Investments, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2222 Ponce de Leon Blvd.
Penthouse II
Coral Gables, Florida 33134

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) at One Dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Naomi Ratinov
2222 Ponce de Leon Blvd.
Penthouse II
Coral Gables, Florida 33134

ARTICLE V - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Naomi Ratinov
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

The undersigned has executed these Articles of Incorporation this

29th

day of April, 2003.

FILED

03 MAY 16 AM 10:39

Signature/Title

Naomi Ratinov/President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Raintree International Investments, Inc.
2. The name and address of the registered agent and office is:

Naomi Ratinov
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

SIGNATURE:

Naomi Ratinov

TITLE:

President

DATE:

4/29/03

HAVING BEEN NAMED A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACCEPT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Naomi Ratinov

DATE:

4/29/03