

11-01-03 8:43AM  
Division of Corporations  
**P03000127961**

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Florida Department of State  
Division of Corporations  
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From: Account Name : TAX HOUSE FORT MYERS  
Account Number : I20030000034  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**RAINBOW PAINTING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
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11-7-03  
11/3/2003

**H03000309140 3****ARTICLES OF INCORPORATION OF:*****RAINBOW PAINTING, INC.***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.*

**ARTICLE I - NAME**

The name of this corporation is ***RAINBOW PAINTING, INC.***  
(Hereinafter, "Corporation").

**ARTICLE II - DURATION / TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - NATURE / PURPOSE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV CAPITAL STOCK**

IV.1 This Corporation is authorized to issue 1,000 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**H03000309140 3****ARTICLE V LOCATION**

The Street, Address, City and State in which the principal office of the corporation is to be located are **3747 Metro Pkwy Unit 6105, Fort Myers, FL 33916**. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VI SHAREHOLDERS**

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
<b>Jackson Ferreira</b> President	<b>3747 Metro Pkwy # 6105</b> Fort Myers, FL 33916	<b>100%</b>

**ARTICLE VII AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE VIII LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.



1261 E Sample Rd. - Pompano Beach, FL 33064  
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100 Concord Street - Framingham, MA 01701

Phone (954) 782-4000 - Fax (954) 782-8252  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND 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 STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **RAINBOW PAINTING, INC.**
2. The name and address of the registered agent and office is:

Tax House Corporation

Registered Agent

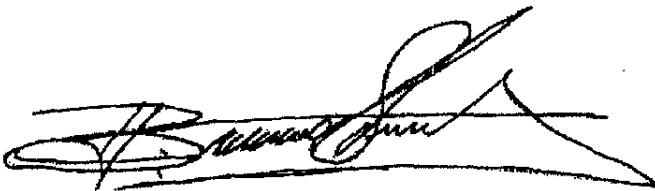
11601 S Cleveland Ave Suite 6

Address

Fort Myers, FL 33907

City - State - Zip

Having been named as 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 act in the 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.



Breno R. Gomes - President (Signature)

November 3, 2003

(Date)

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ACCOUNTING SERVICES1261 E Sample Rd. - Pompano Beach, FL 33064  
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