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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA
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FLORIDA PROFIT CORPORATION OR P.A.

usa rainbow, inc.

Certificate of Status	0
Certified Copy	1
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16

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ARTICLES OF INCORPORATION OF

USA RAINBOW, INC.

a Florida Corporation

ARTICLE I: NAME

The name of this corporation is:

USA RAINBOW, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Jesus F. Bujan, Esquire
782 N.W. Lejeune Road, Suite 530
Miami, Florida 33126
(305) 442-1439
Florida Bar No. 401560

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ARTICLE V: PREEMPTIVE RIGHTS

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

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

*13687 S.W. 26th Street.
MIAMI, FLORIDA 33175*

The name of the initial registered agent of this corporation is:

Maria I. Trujillo

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

Maria I. Trujillo

**13687 S.W. 26 Street.
MIAMI, FLORIDA 33175**

ARTICLE VIII: INDEMNIFICATION


The corporation shall indemnify any officer or director, or any formal officer or director, to the full extent permitted by law.

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation is (are):

**Maria I. Trujillo
13687 S.W. 26 Street.
MIAMI, FLORIDA 33175**

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have)
executed these Articles of Incorporation this 8th day of
June, 2004.



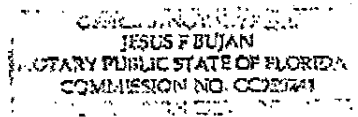
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Maria I. Trujillo known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this _____ day of June, 2004 by Maria I. Trujillo who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public, State of Florida
My Commission Expires:



100000123601

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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:

USA **RAINBOW, INC.**

desiring to organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of Miami, County of Miami-Dade,
State of Florida, has named:

Maria I. Trujillo

as its agent to accept service of process within the State of Florida, with the
registered address as:

13687 S.W. 26th Street,
MIAMI, FLORIDA 33175

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: THIS 8th DAY OF June 2004.

x 
REGISTERED AGENT

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