

12/05/2005 13:1 FAX 407 4231831  
Division of Corporations

DEAN MEAD ORLANDO

001  
Page 1 of 1

SECRET  
DIVISION  
05 DEC -5 PM 2:33

Florida Department of State  
Division of Corporations  
Public Access System

EFFECTIVE DATE  
11-30-05

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000274996 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

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

**From:**

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANG & BOZARTH, P.A.  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

## FLORIDA PROFIT CORPORATION OR P.A.

**Rainbow Florida, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ENC 24287/43925

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)



Dean, Mead, Egerton, Bloodworth, Caposano & Bozarth, P.A.  
800 North Magnolia Avenue, Suite 1500  
P.O. Box 2346 (ZIP 32802-2346)  
Orlando, Florida 32803

407-841-1200  
407-423-1831 Fax  
www.deanmead.com

Orlando  
Fort Pierce  
Viera

MARY FENDLE  
407-428-5119  
mfendle@deanmead.com

December 5, 2005

Division of Corporations  
Attention: Ruby Dunlap, Regulatory Specialist  
New Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Rainbow Florida, Inc.  
Ref: S05000053146

Gentlemen:

Attached are the Division's rejection letter dated December 1, 2005, and the Articles of Incorporation with the new name Rainbow Florida GP, Inc.

PLEASE FILE THE ARTICLES OF INCORPORATION EFFECTIVE AS OF THE DATE THAT THE ARTICLES WERE ORIGINALLY RECEIVED ON NOVEMBER 30, 2005.

Sincerely,

A handwritten signature in cursive script that reads 'Mary F. Fendle'.

Mary F. Fendle, Paralegal

.mf  
Attachments

12/05/2005 13:11 FAX 407 4231831  
850-205-0381

DEAN MEAD ORLANDO  
12/1/2005 11:23 PAGE 001/001

0003  
Florida Dept of State



December 1, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
DEAN MEAD EGERTON BLOODWORTH CAPOVANO & BOZARTH, P.A.

SUBJECT: RAINBOW FLORIDA, INC.  
REF: W05000053146

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P01000044513.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
NEW FILINGS

FAX Aud. #: E05000274996  
Letter Number: 205A00069906

P.O. BOX 6327 - Tallahassee, Florida 32314

((H05000274996 3)))

**ARTICLES OF INCORPORATION  
OF  
RAINBOW FLORIDA GP, INC.**

SECRET  
DIVISION  
05 DEC -5 PM 2:34  
EFFECTIVE DATE  
11-30-05

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Rainbow Florida GP, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at:

c/o Fairfax Financial Holdings Limited  
95 Wellington Street West, Suite 800  
Toronto, Canada M5J 2N7

The mailing address of the Corporation shall be:

c/o Fairfax Financial Holdings Limited  
95 Wellington Street West, Suite 800  
Toronto, Canada M5J 2N7

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of

((H05000274996 3)))

Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Elias N. Chotas                      800 N. Magnolia Avenue  
Suite 1500  
Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

Eric P. Salsberg  
c/o Fairfax Financial Holdings  
95 Wellington Street West, Suite 800  
Toronto, Canada M5J 2N7

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on November 30, 2005.

((H05000274996 3)))


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 30<sup>th</sup> day of November, 2005.

  
Elias N. Chotas, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth, Capouano  
& Bozarth, P.A., its Sole Member

By:   
Elias N. Chotas, Vice President

Date: November 30, 2005

RECEIVED  
DIVISION  
05 DEC -5 PM 2:34

((H05000274996 3)))