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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**RAINFOREST PRODUCTIONS, INC.**

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**RAINFOREST PRODUCTIONS, LLC**

19767 Date Palm Drive

P.O. Box 421004

Sugarloaf Key, Florida 33042

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May 19, 2006

Florida Department of State

Division of Corporations

Corporate Filings

P.O. Box 6327

Tallahassee, FL 32314

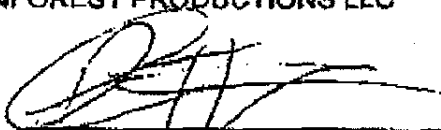
Re: Formation of Rainforest Productions, Inc.

To Whom It May Concern:

Please be advised that I wish to incorporate "Rainforest Productions, Inc." (the "Company") in the State of Florida. The Company will be an affiliate of Rainforest Productions LLC (Document #L05000067810), and I hereby authorize the use of the name in the formation of the Company.

RAINFOREST PRODUCTIONS LLC

By:



Peter Parente, Manager

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**ARTICLES OF INCORPORATION  
OF  
RAINFOREST PRODUCTIONS, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I: CORPORATE NAME**

The name of this Corporation shall be: RAINFOREST PRODUCTIONS, INC. (the "Corporation").

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

The principal office address of the Corporation is 19769 Date Palm Drive, Sugarloaf Key, Florida 33042-3107 and the mailing address is P.O. Box 421004, Sugarloaf Key, Florida 33042-1004.

**ARTICLE III: NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of Common stock, par value \$.0001 per share.

**ARTICLE V: TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Peter Parente, whose address is 19769 Date Palm Drive, Sugarloaf Key, Florida 33042-3107.

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**ARTICLE VII: BOARD OF DIRECTORS**

This Corporation shall have one (1) to five (5) directors, as determined by the Board of Directors. The initial Director shall be Peter Parente whose address shall be the same as the principal office of the Corporation.

**ARTICLE VIII: OFFICERS**

The initial officer of the Corporation shall be Peter Parente, who shall serve as President, Secretary and Treasurer and whose address shall be the same as the principal office of the Corporation.

**ARTICLE IX: REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Peter Parente, 19769 Date Palm Drive, Sugarloaf Key, Florida 33042-3107.

**ARTICLE X: INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI: AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 16 day of May, 2006.

  
Peter Parente, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

RAINFOREST PRODUCTIONS, INC., a corporation existing under the laws of the State of Florida, with its principal office address at 19769 Date Palm Drive, Sugarloaf Key, Florida 33042-3107, has named Peter Parente, whose address is 19769 Date Palm Drive, Sugarloaf Key, Florida 33042-3107, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Peter Parente, Registered Agent

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