



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 28, 1994

DANIEL J. GARRETT
2194 MAIN STREET STE. F
DUNEDIN, FL 34698

SUBJECT: C.D. INC.
Ref. Number: W94000027378

We have received your document for C.D. INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 594A00054522

ARTICLES OF INCORPORATION FOR

C.J.D. Distribution Inc.

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be C.J.D. Distribution Inc.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation shall be 2194 Main St. Suite G, Dunedin Florida, 34690.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in sale of Rainbow products and related enterprises for profit.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

EFFECTIVE DATE
1-1-95

FILED
JAN 5 1995
CLERK OF DISTRICT COURT
JAN 5 1995
CLERK OF DISTRICT COURT

ARTICLE VI

PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

DESIGNATION OF REGISTERED AGENT; INITIAL ADDRESS OF REGISTERED OFFICE

The Initial Registered Agent is designated as Roni M. Garrett. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the Initial registered office of this corporation in the State of Florida is 2012 N. Pt. Alexis Dr. Tarpon Springs, FL 34689. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX

DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the by-laws when amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Daniel J. Garrett
49 Cypress Dr.
Palm Harbor, FL.
34684

Kathy Garrett
2012 N. Pt. Alexis
Tarpon Springs, FL 34689

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE XI

SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

Daniel J. Garrett
49 Cypress Dr.
Palm Harbor, FL.
34684

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified public accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interest in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. 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 stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

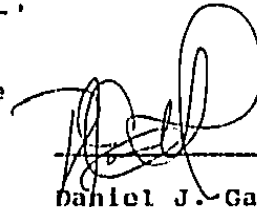
ARTICLE XV

DATE OF INCEPTION

The date of the corporate existence shall begin retroactively to January 1, 1995 when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 day of Dec 1994.

I heroby am familiar with and accept the duties and responsibilities as registered agent for said corporation.
Roni M. Garrett



Daniel J. Garrett

I accept as Registered Agent,

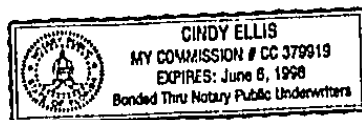


Roni M. Garrett

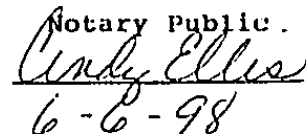
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and county above named to take acknowledgements, personally appeared DANIEL JUSTIN GARRETT, who did produce 6630-70-76-054 as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this
day of



Sign

Notary Public.

6-6-98

My commission expires

Resolution
of
C.J.D. Distribution Inc.
a Florida Corporation

FILED
NOV 20 1994
FBI - TAMPA

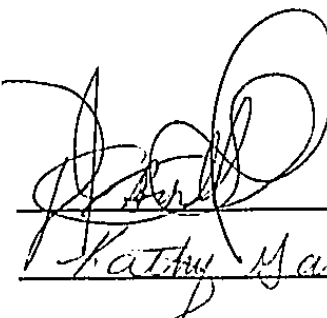
RESOLVED that the corporation elects "S-Corporation" status for tax purposes under the Internal Revenue Code and that the officers of the corporation are directed to file IRS Form 2553 and to take any further action necessary for the corporation to qualify for S-corporation status.

Shareholders' Consent

The undersigned shareholders being all of the shareholders of the above corporation, a Florida corporation hereby consent to the election of the corporation to obtain S-corporation status

Name and Address of Shareholder	Shares Owned	Date Acquired
<u>Kathy Garrett-Tarpon Springs, Fl</u>	<u>50</u>	<u>12-20-94</u>
<u>Daniel Garrett-Palm Harbor, Fl.</u>	<u>50</u>	<u>12-20-94</u>

Date: 12-20-94



Kathy Garrett

