

P45000023006

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3/23/95

RECEIVED
MAR 21 1995
TALLAHASSEE, FLORIDA

SUBJECT: RAINBOW SOUTH CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 21 AM 10:02

FROM: Beverly A. Hutton
Name (printed or typed)

4631 N.W. 31st Avenue, Suite 274
Address

Fort Lauderdale, FL 33309
City, State & Zip

305/735-3668
Daytime Telephone number

NR Saw

[Handwritten signature]
[Handwritten initials]

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
RAINBOW SOUTH CORPORATION

EFFECTIVE DATE
3/22/95

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is RAINBOW SOUTH CORPORATION.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

FILED
65 MAR 21 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on March 22, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PEREMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which s/he already holds, shall have the right to purchase his/her share thereof (as nearly as may be done without the issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4631 Northwest 31st Avenue, Suite #274, Fort Lauderdale, Florida, 33309, and the name of the initial registered agent of this corporation is **Beverly A. Hutton** whose address is 4631 Northwest 31st Avenue, Suite #274, Fort Lauderdale, Florida, 33309.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial Director and Officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Beverly A. Hutton	4631 N.W. 31st Avenue Suite #274 Fort Lauderdale, FL 33309	President Secretary/Treasurer

The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock the subscriber agrees to take, the total amount of capital with which this corporation shall begin business, is as follows:

<u>Name</u>	<u>Address</u>	<u>Share</u>	<u>Amount</u>
Beverly A. Hutton	4631 N.W. 31st Avenue Suite #274 Fort Lauderdale, FL 33309	100	\$100

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned and subscriber has executed these Articles of Incorporation this 20th day of March, 1995.


BEVERLY A. HUTTON
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

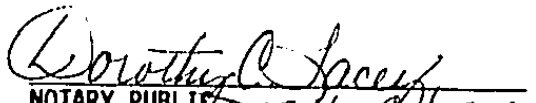
BEFORE ME, a notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared BEVERLY A. HUTTON, known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 20th day of March, 1995.

My commission expires: 8/9/98



DOROTHY C LACEY
My Commission CC399001
Expires Aug. 09, 1998
Bonded by ANB
800-862-6878


NOTARY PUBLIC *Dorothy C. Lacey*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

RECEIVED
MAY 21 AM 11:02
STATE OF FLORIDA
SHERIFF'S OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following submitted in compliance with said Act:

That RAINBOW SOUTH CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4631 N.W. 31st Avenue, Suite #274, Fort Lauderdale, Florida 33309, has named BEVERLY A. HUTTON of 4631 N.W. 31st Avenue, Suite #274, Fort Lauderdale, Florida 33309 as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Beverly A. Hutton
BEVERLY A. HUTTON
Registered Agent