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3/14/95

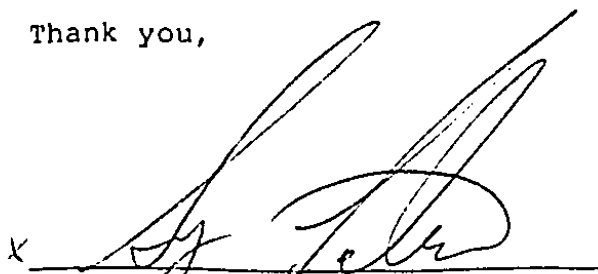
Division of Corporations  
Department of State  
P. O. 6327  
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Rainbow-Earth  
Ltd., Inc. along with a check in the amount of ~~\$50,000~~  
for filing fee and designation of registered agent. \$122.50

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

x 

Greg Falstrom  
631 West Tennessee St.  
Tallahassee, FL 32304

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FILED  
95 APR 10 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC 4/17/95

## Articles of Incorporation

**FILED**

95 APR 10 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

Rainbow Earth Ltd., Inc.

2. The principal place of business and mailing address of the corporation is:

Rainbow Cycles, 631 West Tennessee St., Tallahassee, FL 32304

3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$ .001.


4. The registered agent of the corporation is Greg Felsborn and the registered address is 631 West Tennessee St., Tallahassee, Florida 32304.

5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows: Greg Felsborn, 631 W. Tennessee St., Tallahassee, FL 32304  
J.D. Young, 2248 Windsor Ave SW, Roanoke, VA 24015

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

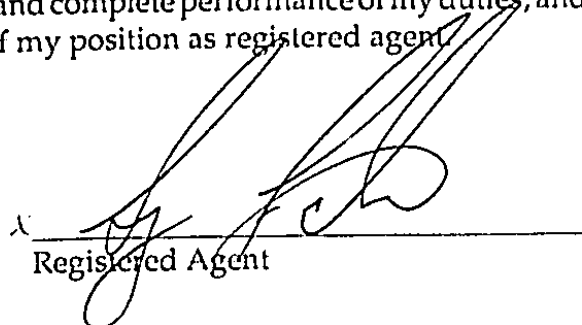
6. The incorporator of this corporation is J.D. Young whose address is 2248 Windsor Ave SW, Roanoke, VA 24015

Dated 3/14/95

  
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 3/14/95

  
Registered Agent