

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



95 MAY -1 AM 10:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ACCOUNT NO : 072 000000

REFERENCE : 589184 152349A

AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 122.50

ORDER DATE : May 1, 1995

ORDER TIME : 1:11 PM

400001470034

ORDER NO. : 589184

CUSTOMER NO: 152349A

CUSTOMER: Mr. Donald P. Hogue
DONALD P. HOGUE

171 Golden Gate Point, #1

Sarasota, FL 34236

DOMESTIC FILING

NAME: THE RAINBOW PROJECT, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

MAY - 2 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE RAINBOW PROJECT, INC.

By these Articles of Incorporation and pursuant to Section 607.0202, Florida Statutes, the undersigned forms a Corporation under the Laws of the State of Florida, and does hereby accept all of the rights, benefits, privileges and obligations conferred and imposed by said Law, and does hereby make, subscribe, acknowledge and files these Articles of Incorporation.

ARTICLE I

NAME: The name of this Corporation shall be: THE RAINBOW PROJECT, INC.

ARTICLE II

PURPOSE: The Purposes are: to engage in Microcosmic Anthropology Research: This is to include, but not be restricted to, an inner space exploration to find ways to aid humans in self-discovery; to use in therapy, teach and otherwise distribute the correct and useful data found; to engage in the transaction of any lawful acts, activities and/or businesses for which corporations may be organized under the Law of the State of Florida, or the United States of America.

ARTICLE III

TERMS OF EXISTENCE: This Corporation shall exist perpetually and shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV

CAPITAL STOCK: The shares of stock of this Corporation shall consist of only one class. The maximum number of shares of stock this Corporation is authorized to issue at any one time is Five Hundred (500) shares of COMMON STOCK having One Dollar (\$1.00) par value. The Shareholders of this Corporation shall have preemptive rights.

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI

TRANSFER RESTRICTIONS: No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain
Transfer Restrictions Imposed By This
Corporation's Articles Of Incorporation, A
Copy Of Which Is On File At This Corporation's
Principal Office."

ARTICLE VII

INDEMNIFICATION: This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII

BY-LAWS: The By-Laws of this Corporation may be made, altered or rescinded, from time to time, in whole or in part, by the

affirmative vote of a majority of the members of the Board of Directors, and approval by a majority of the Stockholders entitled to vote thereon as prescribed by Florida Statutes.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION: The Articles of Incorporation may be amended by an affirmative vote of a majority of the members of the Board of Directors, and approved by a majority of Stockholders entitled to vote thereon, in accordance with Florida Statutes and corporate By-Laws.

ARTICLE X

PRINCIPAL/REGISTERED OFFICE: The Street and mailing address of the principal/Registered Office of this Corporation is: 171 Golden Gate Point, Suite 1, Sarasota, Florida 34236.

ARTICLE XI

REGISTERED AGENT: The Registered Agent of this Corporation who may be contacted at the principal/Registered Office at 171 Golden Gate Point, Suite 1, Sarasota, Florida 34236 is DONALD P. HOGUE.

ARTICLE XII

DIRECTORS: The Corporation shall have two (2) Directors initially. The number of Directors may be modified from time to time by an affirmative vote of a majority of the Board of Directors, and approved by a majority of Stockholders entitled to vote thereon, in accordance with Florida Statutes and Corporate By-Laws.

DONALD P. HOGUE
Director

171 Golden Gate Point, Suite 1
Sarasota, FL 34236

BRANDT J. FERGERSON
Director

171 Golden Gate Point, Suite 1
Sarasota, FL 34236

ARTICLE XIII

MANAGEMENT: The affairs of the Corporation shall be managed by the President, Vice-President, Secretary and Treasurer. Said Officers shall be elected annually by the majority vote of the Board of directors, and approved by a majority of Stockholders entitled to vote thereon as prescribed in the Corporate By-Laws. Vacancies may be filled at special meetings called for that purpose in the same prescribed manner.

The names and addresses of the Initial Officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, are as follows:

PRESIDENT AND TREASURER: DONALD P. HOGUE
171 Golden Gate Point, Suite 1
Sarasota, Florida 34236

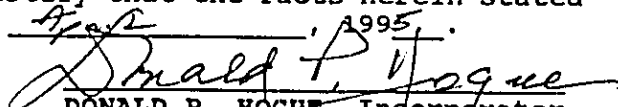
SECRETARY: BRANDT J. FERGERSON
171 Golden Gate Point, Suite 1
Sarasota, FL 34236

ARTICLE XIV

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is as follows:

DONALD P. HOGUE 171 Golden Gate Point, Suite 1
Sarasota, Florida 34236

I, the undersigned subscriber, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 28th day of April, 1995.


DONALD P. HOGUE, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County last aforesaid to take acknowledgements appeared DONALD P. HOGUE, personally known to me to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to the Articles of Incorporation for the purposes expressed therein.

WITNESS my hand and Official seal in the County and State named above on this 28th day of April, 1995.


NOTARY PUBLIC

Print Name:

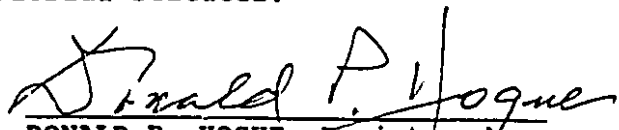
My Commission Number:

My Commission Expires:

John E. Van Epps
Notary Public, State of Florida
Exp. Aug. 21, 1995
Registration No. 0038417
Bonded thru Western Surety Co.

95 MAY -1 AM
FILED
SECRETARY
TALLAHASSEE


ACCEPTANCE OF REGISTERED AGENT: Having been named Registered Agent to accept service of process for **THE RAINBOW PROJECT, INC.**, at the principal Registered Office located at 171 Golden Gate Point, Suite 1, Florida 34236, I hereby accept such designation and agree to serve as Registered Agent and to comply with the provisions of Section 607 of the Florida Statutes.


DONALD P. HOGUE, Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County last aforesaid to take acknowledgments appeared DONALD P. HOGUE, personally known to me who executed the foregoing and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and Official seal in the County and State named above on this 28th day of April, 1995.


NOTARY PUBLIC

Print Name:

My Commission Number:

My Commission Expires

3M E. Van Epp
Notary Public, State of Florida
My Comm. Exp. Aug. 21, 1998
Commission No. CC28447
Bonded thru Western Surety Co.