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MARTIN R. MALLINGER, P.A.

SANCTUARY CENTRE TOWER D SUITE 207
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FILED
95 APR 26 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MARTIN R. MALLINGER

April 25, 1995

VIA AIRBORNE EXPRESS

State of Florida
Secretary of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: Rainbow Property Management, Inc.

Dear Sir:

Enclosed please find original Articles of Incorporation regarding the above-referenced corporation and our trust account check in the amount of \$122.50, representing the filing fee for same. Please process the enclosures at your earliest convenience and return confirmation of the filing and a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Thank you for your attention to the foregoing. Please feel free to contact the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp
Encl.
(CORPDOCS/secyst)

5/5/3

ARTICLES OF INCORPORATION

OF

RAINBOW PROPERTY MANAGEMENT, INC.

FILED
95 APR 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation shall be RAINBOW PROPERTY MANAGEMENT, INC. The principal place of business of the corporation shall be Sanctuary Centre, Suite D-207, 4800 North Federal Highway, Boca Raton, FL 33431-5178.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Sanctuary Centre, Suite D-207, 4800 North Federal Highway, Boca Raton, FL 33431-5178, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have initially two (2) directors. The names and street addresses of the initial members of the Board of Directors are:

MISKO STEFANOVIC
Sanctuary Centre, Suite D-207
4800 North Federal Highway
Boca Raton, FL 33431-5178

ROSHELLE STEFANOVIC
Sanctuary Centre, Suite D-207
4800 North Federal Highway
Boca Raton, FL 33431-5178

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

MISKO STEFANOVIC
PRESIDENT
Sanctuary Centre, Suite D-207
4800 North Federal Highway
Boca Raton, FL 33431-5178

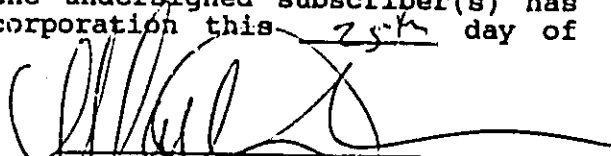
ROSHELLE STEFANOVIC
SECRETARY/TREASURER
Sanctuary Centre, Suite D-207
4800 North Federal Highway
Boca Raton, FL 33431-5178

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Sanctuary Centre, Suite D-207, 4800 North

Federal Highway, Boca Raton, FL 33431-5178.

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these Articles of Incorporation this 25th day of
April, 1995.


MARTIN W. MALLINGER (SEAL)

FILED
95 APR 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 25th day of April, 1995.

Lorraine Marie Pollachek

(Type or print name of notary)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Martin R. Mallinger

MARTIN R. MALLINGER
REGISTERED AGENT

DATE: April 25, 1995

(AWD/rainbow)