

P95000045478

LAW OFFICES OF
Frank Brady, P.A.
370 W. Camino Gardens Blvd.
Suite 341
Boca Raton, FL 33432
Phone: (407) 338-9256

Frank R. Brady
Also admitted to New Jersey Bar

Fax: (407) 338-5824

April 12, 1995

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

600001458150
-04/17/95--01000--018
***122.50 ***122.50

Re: Incorporation of Arc En Ciel, Inc.

Gentlemen:

Enclosed is an original and copy of the executed Articles of Incorporation of Arc En Ciel, Inc., together with a check in the amount of \$122.50 to cover the filing fee. Please file the enclosed articles of incorporation and return a certified copy thereof to me at your earliest convenience.

If you should have any questions concerning this matter, please feel free to call upon me.

Very truly yours,

FRANK BRADY, P.A.

By: Frank Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

95 JUN 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

510
671

695-849



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1995

FRANK BRADY, P.A.
370 W. CAMINO GARDENS BLVD.
SUITE 341
BOCA RATON, FL 33432

SUBJECT: RAINBOW, INC.
Ref. Number: W95000008496

We have received your document for RAINBOW, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 595A00023145



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1995

FRANK BRADY, P.A.
370 W. CAMINO GARDENS BLVD.
SUITE 341
BOCA RATON, FL 33432

SUBJECT: ARC EN CIEL, INC.
Ref. Number: W95000008496

We have received your document for ARC EN CIEL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 595A00018645

FILED
95 JUN 13 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

ARC EN CIEL OF BOCA RATON, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is ARC EN CIEL OF BOCA RATON, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of common stock having a par value of \$1 per share. All such shares shall be of a single class and of equal right and power.

4.02 The shareholders shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholders of the corporation are as follows:

Catherine Arrighi
5447 Military Trail
Boca Raton, FL 33496

Camille Gonzales
5447 Military Trail
Boca Raton, FL 33496

ARTICLE FIVE

5.01 The mailing address of the initial principal corporate office of the corporation is 5447 Military Trail, Boca Raton, Florida 33496. The address of the initial registered office

Raton, Florida 33432.

5.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Frank R. Brady, Attorney at Law, 370 W. Camino Gardens Blvd, Suite 341, Boca Raton, Florida 33432.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is Catherine Arrighi, 5547 Military Trail, Boca Raton, FL 33496.

6.02 Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

The capital stock of the Corporation shall be subject to the following restrictions upon the sale, pledge, assignment, transfer or other disposition thereof:

§8.01 Pursuant to § 607.0627, Florida Statutes, the shares of common stock of the corporation shall be subject to restriction on any voluntary or involuntary Change of Control (hereinafter defined) without the prior written consent of the registered owners of at least eighty-five percent (85%) of the common stock registered as such immediately prior to any such Change of Control on the stock registration and transfer records maintained by the Corporation. The common stock of the corporation shall also be subject to restriction on any voluntary or involuntary encumbrance, hypothecation, pledge or other alienation thereof without the prior written consent of the registered owners of at least eighty-five percent (85%) of the common stock registered as such immediately prior to any such involuntary encumbrance, hypothecation or other alienation on the stock transfer and registration records maintained by the Corporation.

§8.02 For purposes of these Articles of Incorporation, the phrase "Change of Control" shall mean either (a) the purchase or other acquisition by any person, entity or group of persons, within the meaning of section 13(d) or 14(d) of the Securities Exchange Act of 1934 ("Act"), or any comparable successor provisions, of

beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Act) of 30 percent or more of either the outstanding shares of common stock or the combined voting power of the Company's then outstanding common stock, or (b) the approval by the stockholders of the Company of a reorganization, merger, or consolidation, in each case, with respect to which persons who were stockholders of the Company immediately prior to such reorganization, merger or consolidation do not, immediately thereafter, own more than 50 percent of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated Company's then outstanding securities, or (c) a liquidation or dissolution of the Company or of the sale of all or substantially all of the Company's assets, or (d) the attachment, garnishment, levy or other legal process upon all or substantially all of the Company's capital stock or assets.

§8.03 In the event that any or all shares of the Company's common stock are transferred or encumbered, whether voluntarily or involuntarily or whether by attachment, execution or other legal process, without such prior written consent thereto by the registered owner(s) of the requisite percentage of the then outstanding common stock, the transfer or encumbrance shall be null and void and the shares that are the subject of the voluntary transfer or encumbrance, or the shares that are the subject of an involuntary transfer by attachment, execution or other legal process, shall immediately thereupon be deemed to be redeemed.

§8.04 In accordance with the Florida General Corporation Act, a legend describing the foregoing restriction on the transfer or encumbrance of the Company's capital stock shall be contained on the face or each certificate representing shares of the capital stock of the Company.

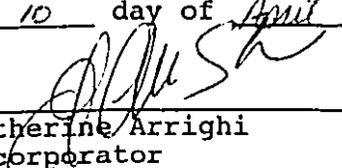
ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 10 day of April, 1994.



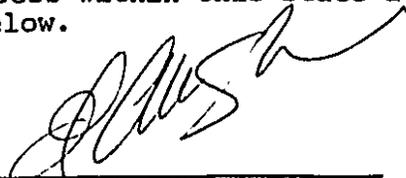
Catherine Arrighi
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.

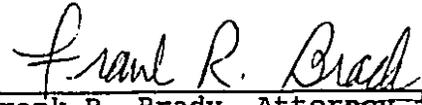
The following is submitted in compliance with the Florida General Business Corporation Act:

Arc En Ciel of Boca Raton, Inc. ~~ARC EN CIEL OF BOCA RATON, INC.~~ is a corporation organized under the laws of the State of Florida, with its Registered Office located at 370 Camino Gardens Blvd., Suite 341, Boca Raton, Palm Beach County, State of Florida 33432, and has named Frank R. Brady, Attorney at Law as agent to accept service of process within this State at the office specified in his acceptance below.


Catherine Arrighi
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of ~~ARC EN CIEL OF BOCA RATON, INC.~~ Arc En Ciel of Boca Raton, Inc. to accept Service of Process; to keep my office at 370 W. Camino Gardens Blvd, Suite 341, Boca Raton, FL 33432 open during the hours prescribed by §48, Florida Statutes; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.


Frank R. Brady, Attorney at Law
Registered Agent

95 JUN 13 PM 12:39
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
96 OCT 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000045478
1 Corporation Name
ARC EN CIEL OF BOCA RATON, INC.

Principal Place of Business: 650 Ocean Drive, Miami Beach, Florida 33139
Mailing Address: 888 S E 3RD AVE, SUITE 400, FORT LAUDERDALE FL 33316, US



2 New Principal Office Address, if Applicable: 650 OCEAN DRIVE, MIAMI BEACH, FLORIDA 33139, USA
3 New Mailing Office Address, if Applicable: 650 OCEAN DRIVE, MIAMI BEACH, FLORIDA 33139, USA

4 Date Incorporated or Qualified To Do Business in Florida
5 FEI Number: 65-0577560
6 CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
PSD	CATHERINE ARRIGHI	650 OCEAN DRIVE	MIAMI BEACH, FL 33139
VPTD	JEAN PAUL MATRAS	650 OCEAN DRIVE	MIAMI BEACH, FL 33139

8. Name and Address of Current Registered Agent
9. Name and Address of New Registered Agent: FREDERIC M. BARTHE, 888 S.E. 3RD AVE, SUITE 400, FT. LAUDERDALE, FL 33316

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.
Signature of Registered Agent: [Signature] Date: 10/15/96
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

CR2600 (7/95)