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96 JAN 11 PM 12:11
DIVISION OF CORPORATION

EFFECTIVE DATE
1/10/96

ACCOUNT NO. : 0721000000032

REFERENCE : 799305 4337904

AUTHORIZATION : Patricia Pizziti

COST LIMIT : * 122.50

ORDER DATE : January 11, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 799305

800001687049

CUSTOMER NO: 4337904

CUSTOMER: Bruce Lazar, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: RAINBOW II, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

SAB
1/11/96

FILED
96 JAN 11 PM 3:11
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/10/96

ARTICLES OF INCORPORATION

OF

RAINBOW II, INC.

FILED

96 JAN 11 PM 3:11

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

RAINBOW II, INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

c/o Seville Beach Hotel
2901 Collins Avenue
Miami Beach, Florida 33140

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on January 10, 1996.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE**

The street address of the corporation's initial registered office shall be: Bruce E. Lazar. The name of the corporation's initial registered agent at such address is: 1111

Lincoln Road, Suite 500, Miami Beach, Florida 33139.

ARTICLE VII INCORPORATOR

The name and address of each incorporator is:

Bruce E. Lazar
1111 Lincoln Road
Suite 500
Miami Beach, Florida 33139

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of January, 1996.



BRUCE E. LAZAR

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to

me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 10th day of January, 1998.

Marisol R. Gonzalez
NOTARY PUBLIC, State of Florida
At Large

MARISOL R. GONZALEZ
Print Name

My Commission Expires:

OFFICIAL NOTARY SEAL
MARISOL R GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC403667
MY COMMISSION EXPI. SEPT 17, 1998

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.

Bruce E. Lazar
BRUCE E. LAZAR

NOTARY PUBLIC STATE
OF FLORIDA

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