

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0171  
904-222-0393 FAX

800-342-8086



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

*P96000102219*

REFERENCE : 191013 114261A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 17, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 191013-005

900002031369--9  
-12/17/96--01134--002  
\*\*\*\*297.50 \*\*\*\*122.50

CUSTOMER NO: 114261A

CUSTOMER: Michael R. Fabrikant, Esq  
MICHAEL R. FABRIKANT, ESQ

Suite 405  
2500 E. Hallandale Boulevard  
Hallandale, FL 33009

DOMESTIC FILING

NAME: RAINBOW GIFTS LTD., INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

*W96-26466*  
*Dmc*  
*12/17/96*  
96 DEC 17 PM 4:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: RAINBOW GIFTS LTD., INC.  
Ref. Number: W96000026466

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for RAINBOW GIFTS LTD., 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 use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 696A00056215

RECEIVED  
96 DEC 19  
DIVISION OF CORPORATIONS

FILED

96 DEC 17 PM 4:04

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

RAINBOW GIFTS LIMITED, INC.

ARTICLE I

NAME

The name of this Corporation is RAINBOW GIFTS LIMITED, INC., and its address is 300 92nd Street, Surfside, Florida 33154.

ARTICLE II

PURPOSE

This Corporation is organized for the following purposes:

1. For the management of investment assets.
2. To carry on any lawful business necessary or incidental to the attainment of the purpose of this Corporation, whether or not such business is similar in nature to the purposes enumerated in these Articles of Incorporation, and all other lawful business which may be conducted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common

stock having a par value of \$5.00. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible or intangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE IV

##### PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series, as that which each already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### CORPORATE EXISTENCE

This Corporation shall have perpetual existence and its existence shall commence upon filing.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 2500 E. Hallandale Beach Boulevard, Hallandale, Florida 33009, and the name of the initial registered agent of this Corporation at that address is Michael R. Fabrikant, Esquire, who is hereby designated as the Corporation's agent to accept service of process within the State of Florida; that the place of business of the Corporation shall be the State of Florida.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

JOSEPH WHITMAN  
300 92nd Street  
Surfside, Florida

#### ARTICLE VIII

##### INCORPORATION

The names and addresses of the persons signing these Articles as Incorporators is/are:

JOSEPH WHITMAN  
300 92nd Street  
Surfside, Florida

**ARTICLE IX**

**LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK**

**Section 1. Dividends.**

The holder of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

**Section 2. Rights Upon Liquidation or Dissolution.**

After payment of all of the debts, liabilities and responsibilities of the Corporation, the holders of the capital stock shall be entitled to distribute the remaining assets of this Corporation in such manner that the assets shall be payable to and distributed ratably among the holders of record of the capital stock in proportion to the number of shares held and owned by each shareholder. Any liquidation under this section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

Except as otherwise provided by law, the voting for the election of directors shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE X

REGISTRATION ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

JOSEPH WHITMAN: 100 SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all the shareholders and/or this Corporation.

The above restriction shall apply not only upon the reissuance or transfer of capital stock of this Corporation to another stockholder, but shall also apply in the event of death, disability, or other reasons, all of which shall be separately set forth in the bylaws and stockholders agreement.

**ARTICLE XI**

**SHARE HOLDER QUORUM AND VOTING**

Unanimity of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative unanimous vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII**

**POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to conduct business in violation of its Articles of Incorporation, bylaws, or any stockholders agreement in existence.

**ARTICLE XIII**

**DIRECTORS, RESIDENCE AND COMPENSATION**

Directors of this Corporation need not be residents of the State of Florida. The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.



**ARTICLE XIV**

**DIRECTOR QUORUM AND VOTING**

Unanimity of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative, unanimous vote of the directors present and voting shall be the act of the Board of Directors.

**ARTICLE XV**

**INDEMNIFICATION**

This Corporation may indemnify any officer or director or any former officer or directors, to the full extent permitted by law.

**ARTICLE XVI**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribed have executed these Articles of Incorporation this 9<sup>th</sup> day of Dec. 1996.

Joseph Whitman  
JOSEPH WHITMAN

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH WHITMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 9<sup>th</sup> day of Dec., 1996.

Wendy Fabrikant  
NOTARY PUBLIC  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED  
DEC 17 PM 4:04  
STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT RAINBOW GIFTS LIMITED, INC.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF FLORIDA, HAS NAMED MICHAEL R. FABRIKANT AT 2500 EAST HALLANDALE BEACH BOULEVARD, SUITE 405, HALLANDALE, FLORIDA 33009, AS ITS AGENTS TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNATURE: Joseph Whitman  
JOSEPH WHITMAN, PRESIDENT  
DATED: Dec. 9, 1996

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.

SIGNATURE: Michael R. Fabrikant  
MICHAEL R. FABRIKANT  
Resident Agent  
DATED: Dec 9, 1996