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February 6, 1996

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

900001712559
-02/12/96--01091--018
****122.50 ****122.50

Re: Rainbow Fresh, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for "RAINBOW FRESH, INC." Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees. The breakdown of the filing fees on this corporation is as follows:

\$ 35.00	Filing fee
35.00	Certificate of designation of registered agent
<u>52.50</u>	Certified copy
\$122.50	

Kindly file the original Articles of Incorporation in your offices and return the copy to us in the enclosed self-addressed stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter. If you should have any questions, I would be pleased to hear from you.

Yours very truly,

Christine C. DeBoben
Christine C. DeBoben, Secretary
Karl W. Bohne, Jr.

/cd
Enclosures

RECEIVED
FEB 12 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 2/15/96

ARTICLES OF INCORPORATION
OF
RAINBOW FRESH, INC.

FILED
96 FEB 12 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is RAINBOW FRESH, INC.

ARTICLE II - Duration

The period of duration of the corporation is perpetual.

ARTICLE III - Purpose

The purpose or purposes for which the corporation is organized is to engage in any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Registered Office and Agent

The street address of the initial principal office of this corporation is 1285 Ambra Drive, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation is CARL NICHOLSON, whose address is 1285 Ambra Drive, Melbourne, Florida 32940.

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be more than five (5). The names and addresses of the initial directors of this corporation are:

Carl Nicholson	1285 Ambra Drive Melbourne, FL 32940
Christopher Carr	951 Maple Forrest Avenue Orlando, FL 32825

ARTICLE VII - Incorporators

The name and address of the initial incorporator of this corporation is:

Carl Nicholson	1285 Ambra Drive Melbourne, FL 32940
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ARTICLE VIII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6th day of February, 1996.



Carl Nicholson

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of February, 1996 by Carl Nicholson who is personally known to me ~~or who has produced~~ _____ as identification and who did not take an oath.



Notary Public

Printed Name: KARL W. BOHNE, JR.
Commission # CC 305368
Expires: September 8, 1997
Commission Expires: _____
Notary Public Underwriters

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

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

That RAINBOW FRESH, INC., desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at 1285 Ambra Drive,
City of Melbourne, County of Brevard, State of Florida, has named
CARL NICHOLSON, 1285 Ambra Drive, City of Melbourne, County of
Brevard, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.

By:



Carl Nicholson, Registered Agent

FILED
96 FEB 12 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA