

P96000031186



PROTECTIVE MAIL
TELETYPE SERVICE ACCOUNT NO. : 0721000000032

RECEIVED
96 APR 10 AM 10:17
DIVISION OF REGISTRATION

REFERENCE : 913036 107521A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : April 9, 1996

ORDER TIME : 8:37 AM

ORDER NO. : 913036

900001775139

CUSTOMER NO: 107521A

CUSTOMER: Howard J. Milchman, Esq
HOWARD J. MILCHMAN, ESQ

10833 N.w. 6th Street

Coral Springs, FL 33071

DOMESTIC FILING

NAME: RAINBOW U.S.A. EAST II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
56 APR 10 AM 11:06
FBI - MIAMI

GB 4/10/96

96 APR 10 AM 11:06
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAINBOW U.S.A. EAST II, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RAINBOW U.S.A. EAST II, INC.

The address of the principal office of this corporation shall be 3257 Northwest 7th Avenue Circle, Miami, Florida 33127, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10833 Northwest 6th Street, Coral Springs, Florida 33071, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Steven Potter Dir.	3257 Northwest 7th Avenue Circle, Miami, Florida 33127
Lionel Casey Dir.	3257 Northwest 7th Avenue Circle, Miami, Florida 33127

ARTICLE VII. OFFICERS

The name 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:

Steven Potter
Pres.

3257 Northwest 7th Avenue Circle,
Miami, Florida 33127

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 10, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

96 APR 10 AM 11:06

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: RAINBOW U.S.A. EAST II, INC.

2. The name and address of the registered agent and office is:

Howard J. Milchman

(Name)

10833 Northwest 6th Street

(P.O. Box not acceptable)

Coral Springs, Florida 33071

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity, I further agree
to comply with the provisions of all statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL