

P9600003 1194

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Kamler & Associates
Interconnection 25 APR 10 5 41 PM '96

TALENTS, FLORIDA

Capital Express™
☒ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
☒ () Cert. Copy(s)
Art. of Amend. File
Dissolution/Withdrawal
C U S.
Fictitious Name File
Name Reservation 1000017751-1
Annual Report/Reinstatement 04/10/96-01018-007
Reg. Agent Service ****122.50-****122.50
Document Filing
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prop.
FAX () pgs.

SUBTOTALS

FEE..... \$
DISBURSED..... \$
SURCHARGE..... \$
TAX on corporate supplies..... \$
SUBTOTAL..... \$
PREPAID..... \$
BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____
TIME _____
BY per CK No. _____

WALK-IN 4/10 12:00
Will Pick Up

ARTICLES OF INCORPORATION

OF

RAINBOW EXPRESS INTERNATIONAL, INC.

FILED

26 APR 10 AM 11:16

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is **RAINBOW EXPRESS INTERNATIONAL, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date these Articles of Incorporation are filed in the Office of the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **10,000** shares of \$1.00 par value common stock, which shall be designated "Common Stock."

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratable among the holders of record of the Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VI - PRINCIPAL OFFICE,
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is:

101 Sunnyside Road, Suite 101
Casselberry, FL 32707

The initial registered agent and his address is:

RONALD L. MASON
101 Sunnytown Road, Suite 101
Casselberry, FL 32707

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

ROBERT REMUS
101 Sunnytown Road, Suite 101
Casselberry, FL 32707

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

ROBERT REMUS
101 Sunnytown Road, Suite 101
Casselberry, FL 32707

ARTICLE IX - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE X - MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under direction of, the shareholders of this corporation.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders and members of the Board of Directors may participate in special meetings by means of conference telephone as provided by law, but regular meetings must be attended in fact in person by each director and shareholder.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 30th day of January, 1996.


ROBERT REMUS
Initial Incorporator

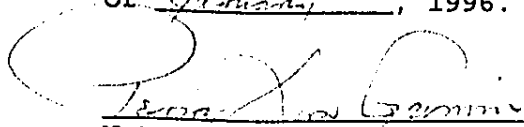
I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


RONALD L. MASON
Registered Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT REMUS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of January, 1996.


Notary Public - State of Florida
My Commission Expires:



PENNY ANN GRIMM
My Commission CC385837
Expires Jun. 22, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 APR 10 AM 11:14
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

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

FIRST -- That RAINBOW EXPRESS INTERNATIONAL, INC., desiring to
qualify under the laws of the State of Florida, with its principal
place of business located at 101 Sunnyside Road, Suite 101, in the
City of Casselberry, County of Seminole, State of Florida, has
named RONALD L. MASON whose address is 101 Sunnyside Road, Suite
101, Casselberry, FL 32707, as its agent to accept service of
process within the State of Florida.

Dated: April 9, 1996.

BY: 

ROBERT REMUS

Having been named to accept service of process for the above
stated corporation at the place designated above, 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.

BY: 

RONALD L. MASON,
Registered Agent