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P960000 70916



PROMOTE FILE

LEGAL & FINANCIAL SERVICES ACCOUNT NO. :

96 AUG 26 PM 1:02  
072100000032

REFERENCE :

DIVISION OF CORPORATION  
065275 81794A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 26, 1996

ORDER TIME : 12:13 PM

ORDER NO. : 065275

CUSTOMER NO: 81794A

400001331854  
-08/26/96--01018--002  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Kent J. Anderson, Esq  
ANDERSON MORGAN & TJADEN, P.A.

Suite 6  
8075 South Beneva Road  
Sarasota, FL 34238-2906

DOMESTIC FILING

NAME: RAINBOW FILMS, 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: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
STATE  
SECRETARY OF CORPORATIONS  
96 AUG 26 PM 3:41

CR  
8/26/96

EFFECTIVE DATE

8/21/96

FILED  
CLERK OF STATE  
CORPORATIONS  
96 AUG 26 PM 3:41

ARTICLES OF INCORPORATION  
OF  
RAINBOW FILMS, INC.

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 shall be RAINBOW FILMS, INC.

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 3520 Bayou Louise, Sarasota, Florida 34242.

ARTICLE III. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE V. - TERM AND COMMENCEMENT OF EXISTENCE

The corporation is to exist perpetually. The date of commencement of corporate existence is August 21, 1996.

ARTICLE VI. - DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Name

Address:

ELLY FRIEDMAN

3520 Bayou Louise  
Sarasota, Florida 34242

ARTICLE VII.  
INCORPORATOR, REGISTERED OFFICE, REGISTERED AGENT AND ACCEPTANCE

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of the corporation is as follows:

Registered Agent:

KENT J. ANDERSON, Esquire

Registered Office:


8075 So. Beneva Road, Suite 6  
Sarasota, Florida 34238

Incorporator:

KENT J. ANDERSON, Esquire

8075 So. Beneva Road, Suite 6  
Sarasota, Florida 34238

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

  
\_\_\_\_\_  
Kent J. Anderson

ARTICLE VIII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of the corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of the corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX - PRE-EMPTIVE

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

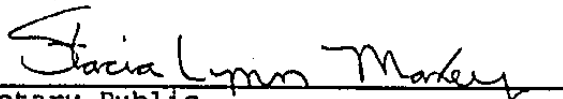
IN WITNESS WHEREOF, the above named incorporator to these Articles of Incorporation set his hand and seal this 21<sup>st</sup> day of August, 1996.

  
Kent J. Anderson

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KENT J. ANDERSON, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged to me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 22 day of August, 1996.

  
Notary Public  
My Commission Expires:



STACIA LYNN MAXEY  
My Commission CC296774  
Expires Jun. 23, 1997  
Bonded by HAI  
800-422-1556

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 26 PM 3:41