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105 East Robinson Street
Suite 501
Orlando, Florida 32801

CHARLES D. MINER
Attorney at Law

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board Certified in Taxation
Phone: (407) 246-1666
Fax: (407) 839-0577

September 17, 1996

Secretary of State
Bureau of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001954301
-09/24/96--01042--006
*****70.00 *****70.00

Re: Raindance Diversified Corporation
Effective Date: September 17, 1996

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation for Raindance Diversified Corporation. Also enclosed is a certificate designating the place of business or domicile for service of process within this State and naming an agent upon whom process may be served. Please indicate your approval of the Articles of Incorporation and return to me.

My firm's check in the total amount of \$70.00 is enclosed to cover the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 fee for designation of registered agent.

Yours very truly,



Charles D. Miner

CDM/mlo
Enclosures
cc: Mr. Jim Bailie (w/encl.)

TH
9-25-96

**ARTICLES OF INCORPORATION
OF
RAINDANCE DIVERSIFIED CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **RAINDANCE DIVERSIFIED CORPORATION.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- A. The manufacture and sale, at wholesale or retail, of metal cases and containers used in the music industry and otherwise.
- B. The manufacture and sale, at wholesale or retail, of Adirondack chairs.
- C. Any proper business purpose which is reasonably related to the primary purposes of the corporation as set forth above.
- D. Transaction of any other lawful business, whether similar or dissimilar to the primary purposes described above, for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock with a par value of One Cent (\$.01) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

105 E. Robinson Street, Suite 501
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

CHARLES D. MINER

The street address of the corporate offices shall be:

429 Ruth Lane, Coach House
Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial officers of this corporation, each of whom is also a Director, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James D. Bailie, Jr.	429 Ruth Lane, Coach House Orlando, Florida 32801	President/ Chairman of the Board
Robert Steves	8800 S. Harlem Avenue, #2037 Bridge View, Illinois 60455	Vice-Pres/ Chief Design Officer
Chris Williams	628 Oakton Des Plaines, Illinois 60018	Chief Operating Officer/ Secretary/ Treasurer

ARTICLE VII - INCORPORATOR

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

Namq

Address

Charles D. Miner

105 E. Robinson Street
Suite 501
Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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 17th day of September, 1996.

Charles D. Miner
CHARLES D. MINER

STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared **CHARLES D. MINER**, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: _____.

He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last
aforesaid this 17th day of September, 1996.

OFFICIAL NOTARY SEAL
MARY LOU OSBURN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453954
MY COMMISSION EXP. APR. 21, 1999

Notary Public
My commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **RAINDANCE DIVERSIFIED CORPORATION.**
2. The name and address of the registered agent and office is:

Charles D. Miner
105 E. Robinson Street, Suite 501
Orlando, Florida 32801

Date: Sept 17, 1996


CHARLES D. MINER, Subscriber

ACCEPTANCE

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: Sept 17, 1996


CHARLES D. MINER