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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE RAINBOW GROUP, INC.

AUDIT NUMBER.....H96000016238

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 20 PM 4:53

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: THE RAINBOW GROUP, INC.
REF: W96000024389

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Dana Calloway
Document Specialist

FAX Aud. #: H96000016238
Letter Number: 496A00052467

ARTICLES OF INCORPORATION
OF

The Rainbow Club, Inc.

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H96000016238
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is The Rainbow Club, Inc. whose corporate office is located at 9600 SW 8th Street, Suite 38, Miami FL 33174.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the Corporation shall be perpetual.

ARTICLE V

The street address of the initial registered office of the corporation is 9600 SW 8th Street, Suite 38, Miami, Florida 33174, and the initial registered agent of the Corporation at that address is James R. Tinder.

ARTICLE VI

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the Corporation, but shall not be less than one nor more than seven.

Prepared by: James R. Tinder
9600 S.W. 8 St. #38
Miami, FL 33174
(305) 220.4445

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ARTICLE VII

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The names and street addresses of the members of the first Board of Directors of the corporation who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Rafael N. Gomez	509 Vilabella Avenue Coral Gables, FL 33146
Ignacio E. Fiterre	912 Tangier Street Coral Gables, FL 33134
James R. Tinder	11101 NW 22nd Street Pembroke Pines, Florida 33026

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
James R. Tinder	11101 NW 22nd Street Pembroke Pines, Florida 33026

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Witness By: J.R. TINDER

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ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved either at the shareholder's meeting by the affirmative vote of the holders of all of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XII

The initial By-laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-laws of the Corporation may be amended, modified or repealed as provided by the By-laws.

Executed at Miami, Florida this 11th day of November, 1996.


James R. Tinder

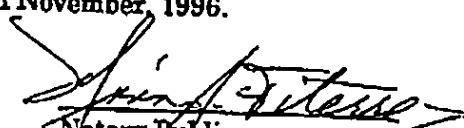
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared James R. Tinder to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of The Rainbow Group, Inc. and he acknowledged that he did freely and voluntarily execute the said Article of Incorporation for the purposes therein expressed.

WITNESS my hand and seal on the 11th day of November, 1996.



(SEAL)


Notary Public
State of Florida at Large

My commission Expires:

WITNESSED by: J.R. Tinder

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

H96000016238

Pursuant to the provisions of section 607.0501, Florida 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: ~~The Rainbow Group, Inc.~~
The Rainbow Club, Inc.

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

James R. Towner
(NAME)
9600 SW 8th Street #38
(P.O. BOX NOT ACCEPTABLE)
Miami FL 33174
(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE

DATE NOVEMBER 11, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

SIGNATURE

DATE

11.11.96

REGISTERED AGENT FILING FEE: \$35.00

on file by: J.R. Towner

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