

P97000002507

January 3, 1997

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: New Corporation

100002047391--3  
-01/07/97--01032--013  
\*\*\*122.50 \*\*\*122.50

Dear Gentlemen/Ladies:

Enclosed please find documents for new "certificate of incorporation" for processing.  
Also enclosed is check in the amount of \$122,50 for processing and certificate.

Thank you very much for your attention and time to our request.

Sincerely,

*Robin Dybas*

Robin Dybas

for: "Rainbow of Pleasures, Inc."

**EFFECTIVE DATE**  
1-2-97

FILED  
97 JAN -6 AM 9 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Done 2/1/97*

CERTIFICATE OF INCORPORATION  
OF  
RAINBOW OF PLEASURES, INC.

I, the undersigned being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the Corporation Shall Be:

RAINBOW OF PLEASURES, INC.

ARTICLE II

The general nature of the business and the objects and purpose to be transacted and carried on are to engage in and of any and all activities or businesses permitted under the laws of the United States and the State of Florida.

**EFFECTIVE DATE**  
1-2-97

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1000) shares at \$.50 par value, to be issued under a plan adopted under IRS Section 1244.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgement of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 5775 Collins Avenue, #901, Miami Beach, Florida 33140 with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than seven (7). The Corporation shall initially have one Director.

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#### ARTICLE VII

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the Corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the Corporation be managed by the stockholders unless there is at least one (1) stockholder.

#### ARTICLE VIII

Any restrictions imposed by the Corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

#### ARTICLE IX

The names and addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are elected shall be:

NAME	ADDRESS
Robin Dybas	5775 Collins Avenue, Miami Beach, Florida 33140

#### ARTICLE X

The name and post office address of the subscriber and Incorporator is:

Robin Dybas 5775 Collins Avenue, #901, Miami Beach, Florida 33140

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

#### ARTICLE XI

These articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or subscribers, or who at the request of the Board of Directors or Stockholders of the Corporation in which the Corporation at such time may own share of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns; against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually

and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or Officer shall be adjudged in any action, suit or proceeding to be liable for his or her own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law, or be law-agreement, vote of Stockholders, or otherwise. The private property of the stockholders shall not be subject to the payment of Corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation of such members of the Corporation.

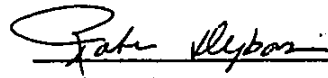
#### ARTICLE XII

The registered agent to accept service of process within this State for said Corporation shall be Robin Dybas. The registered office is located at:  
5775 Collins Avenue, Miami Beach, Florida 33140.

Having been named to accept service of process for the above stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Robin Dybas  
Robin Dybas


IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 2<sup>nd</sup> day of January, 1997.

  
Robin Dybas

STATE OF FLORIDA]  
COUNTY OF DADE ] SS:

BEFORE ME, the undersigned authority, personally appeared, Robin Dybas, to me well known and known to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that he or she has executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND OFFICIAL SEAL AT MIAMI BEACH, FLORIDA, This 2<sup>nd</sup> day of January, 1997.



My Commission Expires:



JOHN R. DEMARTINO  
MY COMMISSION # CC286498 EXPIRES  
May 13, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business Or Domicile For The Service Of Process  
Within This State, Naming Agent Upon Whom Process May Be Served

The following is submitted, in compliance with  
Chapter 48.091, Florida Statutes

First that RAINBOW OF PLEASURES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami Beach, Dade County, State of Florida, has named Robin Dybas located at 5775 Collins Avenue, City of Miami Beach, State of Florida, as its agent to accept services of process within Florida.

Signature: Robin Dybas  
Corporate Officer

Title: President

Date: January 2, 1997

Having been named to accept service of Process for the above stated Corporation, at the place designated in the certificate; 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, to wit: Sections 607.034 and 607.037 of the Florida Statutes.

Signature: Robin Dybas

Date: January 2, 1997

FILED  
97 JAN -6 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA