

P9200011854

5030 NW 109 AVENUE STE. I
SUNRISE, FL 33351

NOVEMBER, 26 1996

Secretary of State
Capitol Building
Tallahassee, Florida
32304

200002077862--5

-02/05/97--01026--002

*****70.00 *****70.00

Attention: Corporation Division

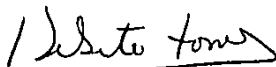
RE: RAINBOW FOODS, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,



HERIBERTO TORRES



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -4 AM 8:08

CERTIFICATE OF INCORPORATION
-OF-

RAINBOW FOODS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is RAINBOW FOODS, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 5030 NW 109 AVENUE STE. I, SUNRISE, FL 33351 and the street address of the initial registered office of the corporation is 5030 NW 109 AVENUE STE. I, SUNRISE, FL 33351 and the name of the initial registered agent is JAIME EYZAGUIRRE.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 FEB -4 AM 8:08

NAME
HERIBERTO TORRES

ADDRESS
5030 NW 109 AVENUE, STE. I
SUNRISE, FL 33351

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
HERIBERTO TORRES

ADDRESS
5030 NW 109 AVENUE, STE. I
SUNRISE, FL 33351

IN WITNESS WHEREOF, the undersigned have subscribed their names this 26th day of November 1996.

Heriberto Torres
HERIBERTO TORRES

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

On this 26 day of November 1996, before me, the undersigned officer, personally appeared as HERIBERTO TORRES, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Raymonde M. Milne
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



STATE OF FLORIDA

SECRETARY 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 and Names and Addresses of the Officers and Directors.

RAINBOW FOODS, INC.

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

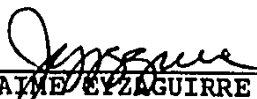
RAINBOW FOODS, INC., a corporation organized under the laws of the state of Florida, with its principal office at 5030 NW 109 AVENUE STE. I, SUNRISE, FL 33351 has named JAIME EYZAGUIRRE at 5030 NW 109 AVENUE STE. I, SUNRISE, FL 33351, County of Broward, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
HERIBERTO TORRES	President/Dir Sec/Treasurer	5030 NW 109 AVENUE STE. I SUNRISE, FL 33351

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 11/27/96


JAIME EYZAGUIRRE
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -4 AM 8:08