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LORETTA MEEGAN  
513 S.E. 24TH AVENUE, APT. #3  
CAPE CORAL, FLORIDA 33990

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

EFFECTIVE DATE  
2-3-97

Rainbow The Market, Inc

FILED  
97 FEB 10 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

 2/11

February 5, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Rainbow Flea Market, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and the Certificate of Acknowledgement of Registered Agent, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named Corporation.

Very truly yours,



Loretta Meegan

RAINBOW FLEA MARKET, INC.  
4628 Tamiami Trail  
Port Charlotte, Florida 33980  
(941) 629-1223

ARTICLES OF INCORPORATION  
OF  
RAINBOW FLEA MARKET, INC.

FILED  
97 FEB 10 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME  
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The name of this Corporation shall be RAINBOW FLEA MARKET, INC.

EFFECTIVE DATE  
2-5-97

ARTICLE II. ADDRESS  
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The principal place of business of this Corporation shall be 4628 TAMiami TRAIL, PORT CHARLOTTE, FLORIDA 33980. The Board of Directors may from time to time move the principal business office to any other address within or outside the State of Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE III. NATURE OF BUSINESS  
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This Corporation is organized for the primary purpose of engaging in the business of operating a fleamarket. In addition, this Corporation may engage in every phase of any and all activities or businesses permitted under the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States, and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV. TERM OF EXISTENCE  
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The existence of this Corporation shall begin on February 5, 1997, and continue perpetually thereafter, unless dissolved according to Florida law.

ARTICLE V. CAPITAL STOCK  
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The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of voting common stock with a par value of one dollar (\$1.00) per share. Such stock shall be designated "Common Shares". The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgement of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation shall be:

Loretta Meegan  
513 S.E. 24th Avenue, Apt. #3  
Cape Coral, Florida 33990

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one (1). The name and street address of the initial director of the Corporation is as follows:

Loretta Meegan  
513 S.E. 24th Avenue, Apt. #3  
Cape Coral, Florida 33990

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

Loretta Meegan  
513 S.E. 24th Avenue, Apt. #3  
Cape Coral, Florida 33990

The subscriber of these Articles of Incorporation acknowledges same by her signature hereto.

ARTICLE IX. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of Directors and officers; to restrict the transfer of stock by Shareholders; to indemnify Directors, officers, employees, agents and any other persons against liabilities to the full extent permitted by law; to authorize contracts or other transactions between the Corporation and one or more of its Directors or officers individually or businesses in which one or more of its Directors or officers hold an interest; and to exercise such other powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By-Laws that may be adopted by the Shareholders.

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which they already hold, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.

ARTICLE XI. SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate Directors or officers to accomplish this compliance.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted and subject to this reservation. Each amendment submitted to the Shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I the undersigned subscriber, have hereunto set my hand and seal this 5th day of February, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
Loretta Meegan

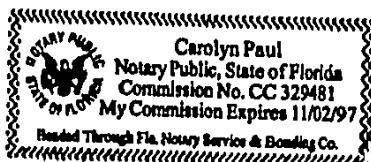
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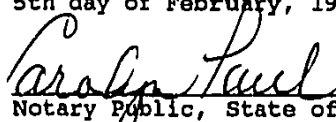
STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County set forth above, personally appeared, Loretta Meegan, known to me and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the State and County named above, this 5th day of February, 1997.



  
Notary Public, State of Florida at Large

My Commission Expires: 11/2/97

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

RAINBOW FLEA MARKET, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 513 S.E. 24th Avenue, Apt. #3, Cape Coral, Florida 33990, has named Loretta Meegan, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

  
Loretta Meegan

FILED  
97 FEB 10 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA