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ARTICLES OF INCORPORATION
RAINBOW GIFTS & MINI-MART, INC.

ARTICLE I - NAME

The name of this corporation is:

RAINBOW GIFTS & MINI-MART, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4787 W. IRLO BRONSON HIGHWAY
KISSIMMEE, FLORIDA 34746

ARTICLE III - GENERAL NATURE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Mowagaq M. Tbakhi
2627 Chatham Circle
Kissimmee, FL 34746

FILED
97 FEB 10 PM 1:00
KISSIMMEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall initially have two (2) directors. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The persons named as initial director shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and have qualified, whichever comes first.

The names of the directors of this corporation and their street address are:

Mowagaq M. Tbakhi
2627 Chatham Circle
Kissimmee, FL 34746

Wail Katbeh
303 Edgewood Court
Kissimmee, FL 34759

ARTICLE VII - INCORPORATOR

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

Mowafaq M. Tbakhi
2627 Chatham Circle
Kissimmee, FL 34746

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE IX

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 them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - SECTION 1244

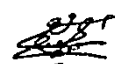
The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code and to be taxed as a Subchapter S corporation.

ARTICLE XI - OFFICERS

The name of the President of the corporation is:

PRESIDENT:	Mowafaq M. Tbakhi
VICE PRESIDENT:	Wail Katbeh
SECRETARY:	Wail Katbeh

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this, the 4th day of February, 1997.



STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 4th day of February, 1997, by Mowafaq M. Tbakhi, on behalf of the corporation. He is personally known to me and did not take an oath.



NOTARY PUBLIC



"OFFICIAL SEAL"
David R. Portlock
My Commission Expires 5/26/97
Commission #CC 289912

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: 2/4/97

[Signature]
Registered Agent

FILED
97 FEB 10 PM 1:09
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 4th day of February 1997 by Mowafaq M. Tbakhi on behalf of the corporation. He is personally known to me and did not take an oath.

[Signature]
Notary Public



"OFFICIAL SEAL"
David R. Portlock
My Commission Expires 5/26/97
Commission #CC 289912