

P97000021041

WEINER, MORICI, & ARONSON, P.A.

ATTORNEYS AT LAW

The Clark House

102 North Swinton Avenue

Delray Beach, Florida 33444

OF COUNSEL:

ROBERT MARC SCHWARTZ, P.A.

Florida Bar Board Certified

Real Estate Lawyer

Telephone: (561) 265-2666

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March 20, 1997

State of Florida

Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

800002124088--4

-03/25/97-01103-003

*****35.00 *****35.00

RE: Rainbow Painting, Inc.
Our File No.: TURG002

Dear Sir or Madam:

Enclosed please find the following:

1. Original and one copy of the Statement of Change of Registered Office and Registered Agent;
2. Check number 179 in the sum of \$35.00; and
3. A self-addressed stamped envelope.

Please return a stamped copy of the Statement to me in the provided envelope

Should you have any questions, please feel free to contact me.

Very truly yours,



Eli Nuñez

Legal Assistant to

Carole Aronson

/en

Enclosures

cc: Carole Aronson, Esquire
Corporation Service Company (w/enc.)

RA Chg.

V8 MAR 28 1997

FILED
97 MAR 25 AM 9:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Charter No. P97000021041

Date Filed March 6, 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 and 607.0202, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: RAINBOW PAINTING, INC.
2. The name and address of its present registered agent is:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:

CAROLE ARONSON, ESQUIRE
Weiner, Morici & Aronson, P.A.
102 North Swinton Avenue
Delray Beach, Florida 33444

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Isaac Turgeman, President
(Typed or printed name and title)

Signature Isaac Turgeman
(President or Vice President)

Date 3-16-1997

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Carole Aronson

Signature [Signature]
(Agent)

Date 3/20/97

FILING FEE \$35

FILED
MAR 23 1997
TALLAHASSEE
SECRETARY OF STATE

PRINCIPALS
Edmund Vile, CPA*
Steven J. Solimano, CPA

CONSULTANT
Joseph J. Salamone, P.A.

*Also licensed in
the State of Florida

P97000021116
VILE AND SOLIMANO CPA PC

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(716) 232-2070 • Fax (716) 423-0508

TAX AND ESTATE
PLANNING MANAGER
John P. Coughlin, E.A.

MANAGERS
Gary P. Swagler, CPA
J. Thomas Malthaner, CPA

OFFICE MANAGER
Jo Ann Lyons

April 2, 1997

Florida Department of State
Tallahassee, Florida 32301

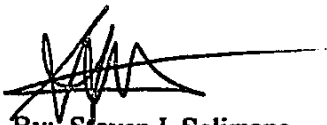
Re: Sunleaf Racing, Inc. ,
EIN 16-1520724
Copy of your notice enclosed

Gentlemen:

Please be aware that the corporation's federal ID number is 16-1520724 and it will have a fiscal year end of February 28. Therefore, the first return for this corporation will not be due until 1998.

Very truly yours,

VILE AND SOLIMANO CPA PC



By: Steven J. Solimano
Certified Public Accountant

SJS:jal

Encl.

cc: Sunleaf Racing, Inc.

me 4/9/97