

P97000029754

LAW OFFICES OF  
PEARSON & MAYER, P.A.

2474 S.W. 27th Terrace  
Miami, Florida 33133

TELEPHONE: (305) 859-9455  
TELEFAX: (305) 859-9520  
E-MAIL: MiamiCounsel@MSN.Com

STEPHEN D. PEARSON, ESQ.

300002129073--6  
-03/31/97--01156--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

March 26, 1997

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

300002129073--6  
-03/31/97--01156--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Rainbow Crafts  
International/Sample Road Corporation

Dear Madam/Sir:


Enclosed are the articles of incorporation and the acceptance of registered agent for Rainbow Crafts International/Sample Road Corporation (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including:

Articles of Incorporation	\$35.00
Designation and acceptance by registered agent	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$70.00</u></b>

Please file as appropriate.

Thank you.

Sincerely,

  
Stephen D. Pearson

Encl.

85-2.004

FILED  
97 MAR 31 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15  
2  
4

ARTICLES OF INCORPORATION

FILED

OF

97 MAR 31 AM 10:10

RAINBOW CRAFTS INTERNATIONAL/SAMPLE ROAD CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Rainbow Crafts International/Sample Road Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is:

Rainbow Crafts International/Sample Road Corporation

ARTICLE II. Mailing Address

The mailing address of the corporation is:

1411 NW 84 Avenue  
Miami, Florida 33126

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. Authorized Shares

The maximum number of share that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1411 N.W. 84 Avenue, Miami, Florida 33126, and the name of the corporation's initial registered agent at that address is Mesod Daniel Murciano.

ARTICLE VI. Initial Board of Directors

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ruben Benzaquen Chocron	1411 N.W. 84 Avenue Miami, Florida 33126
Mesod Daniel Murciano	1411 N.W. 84 Avenue Miami, Florida 33126
Abraham Benzaquen Barcesat	1411 N.W. 84 Avenue Miami, Florida 33126
Susan R. Linning	1411 N.W. 84 Avenue Miami, Florida 33126

#### ARTICLE VIII. Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Pearson	2474 S.W. 27 Terrace Miami, FL 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26 day of March, 1997.

  
Stephen D. Pearson, Incorporator

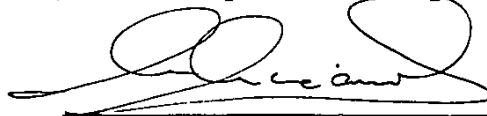
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted:

That Rainbow Crafts International/Sample Road Corporation,  
desiring to organize under the laws of the State of Florida with its  
initial registered office, as indicated in the Articles of  
Incorporation, at 1411 N.W. 84 Avenue, Miami, Florida 33126, has  
named Mesod Daniel Murciano as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for Rainbow  
Crafts International/Sample Road Corporation at the place designated  
in this certificate, I agree to act in that capacity and to comply  
with the provisions of the Florida Business Corporation Act, and  
state that I am familiar with, and accept, the obligations of that  
position.



Mesod Daniel Murciano, Registered Agent

85-2.001

FILED  
97 MAR 31 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA