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June 30, 1997

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

FILED
97 JUL -7 AM 9 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

re: Incorporation of Rain Investment Group, Inc.

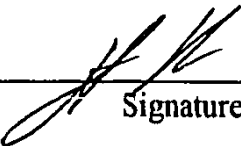
Gentlemen:


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****122.50 ****122.50

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for Rain Investment Group, Inc. and our check in the amount of \$122.50 as follows:

| | |
|------------------|------------------|
| Filing Fees | \$ 35.00 |
| Registered Agent | 35.00 |
| Certified Copy | 52.50 |
| Total | <u>\$ 122.50</u> |

Respectfully submitted:



Signature


Name

For Rain Investment Group, Inc.

9N7-8-97

ARTICLES OF INCORPORATION

OF

RAIN INVESTMENT GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Rain Investment Group, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1019 S.E. 12th Avenue
Deerfield Beach, FL 33441-7147

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Steven Schwartz
1019 S.E. 12th Avenue
Deerfield Beach, FL 33441-7147

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Steven Schwartz
1019 S.E. 12th Avenue
Deerfield Beach, FL 33441-7147

Linda Schwartz
1019 S.E. 12th Avenue
Deerfield Beach, FL 33441-7147

ARTICLE VI DIRECTORS

Steven Schwartz

Linda Schwartz

ARTICLE VII NATURE OF BUSINESS

The nature of the business of the Company is to provide consulting services, or other such related activities which are legal in the State of Florida.

this 1 day of July, 1997.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Rain Investment Group, Inc.

2. The name and registered agent and office is:

Steven Schwartz

(Name)

1019 S.E. 12th Avenue

(P.O. Box NOT acceptable)

Deerfield Beach, FL 33441-7147

(City/State/Zip)

Signature

Title

Date

[Handwritten Signature]

President

7/1/97

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date

[Handwritten Signature]

7/1/97

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