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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: RAINBOW CASH AND CARRY, INC.
AUDIT NUMBER.....H97000014392
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ARTICLES OF INCORPORATION

OF

RAINBOW CASH AND CARRY, INC.

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

ARTICLE I

NAME

The name of the corporation shall be:

RAINBOW CASH AND CARRY, INC.

ARTICLE II

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal of par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

pared by: Leandro S. Nunez, Esq.
2151 Le Jeune Road
Suite 309
Coral Gables, FL 33134
(305)445-1666
Fla. Bar No.: 364886

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Five Hundred Dollars (\$500.00).

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

275 West 25 Street
Hialeah, FL 33010

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Luis Lopez, and the registered office shall be located at 275 West 25 Street, Hialeah, FL 33010, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII

DIRECTORS

This corporation shall have not less than one director as set forth in the By-Laws. The names and street addresses of the first member of the Board of Directors of this corporation, who, subject

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to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

NAME	ADDRESS
Luis Lopez	19325 E St. Andrews Dr. Miami, FL 33015
Miguel Lopez	1396 West 63 Street Hialeah, FL 33012
Jose A. Valdez	573 West 63 Street Hialeah, FL 33012
Victor B. Candelario	559 West 63 Street Hialeah, FL 33012

The name and street address of the subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Luis Lopez	19325 E St. Andrews Dr. Miami, FL 33015

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspection any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

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INDEMNIFICATION OF OFFICERS AND DIRECTORS

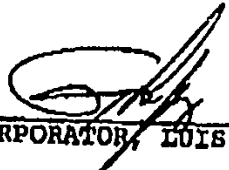
Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided in the By-Laws. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 29 day of August, 1997.


INCORPORATOR, LOUIS LOPEZ

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STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY
APPEARED LUIS LOPEZ TO ME KNOWN TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLE OF
INCORPORATION AND THAT HE ACKNOWLEDGED BEFORE THAT HE SIGNED AND
EXECUTED SAME FOR THE PURPOSES THEREIN SET FORTH.



Leandro S. Nunez
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service
or process of the corporation at the initial registered office
designated in these Articles of Incorporation, I hereby accept such
status and consent to act in this capacity and agree to comply with
all the requirements of the law pertaining thereto.

Luis Lopez

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