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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: RAINMAKER GROUP, INC.

AUDIT NUMBER.....H97000015942

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
RAINMAKER GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is RAINMAKER GROUP, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

The corporation is formed for the following purposes:

- (a) To engage in the specific business of sale of computer products;
- (b) To carry on any other lawful activity permitted by The Florida General Corporation Act.

Article IV

Capital Stock

This corporation is authorized to issue 12,000 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

PETER W. METTLER, ESQ.  
140 ROYAL PALM WAY  
SUITE 202  
PALM BEACH, FL 33480  
561/832-7600  
FLA. BAR NO. 163862

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#### Article V

##### Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 140 Royal Palm Way, Ste. 202, Palm Beach, FL 33480. The initial registered agent shall be Peter W. Mettler.

#### Article VI

##### Initial Board of Directors and Officers

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial officers and director of this corporation are:

##### Initial Officers and Directors

Yacoob C. Madha  
1251 Euclid Street, #4  
Santa Monica, CA 90404

President/Director

Samar A. Khan  
1233 San Vincente  
Santa Monica, CA 90402

Vice President/Secretary/  
Treasurer/Director

#### Article VII

##### Incorporator

The name and address of the person signing these Articles is:

Yacoob C. Madha  
1251 Euclid Street, #4  
Santa Monica, CA 90404

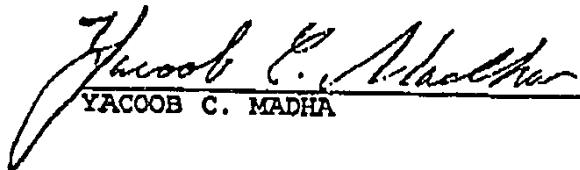
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Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

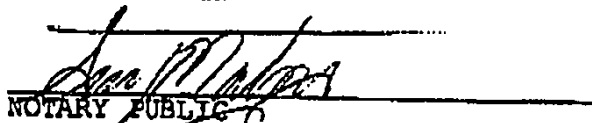
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 1997.

  
YACOOB C. MADHA

STATE OF CALIFORNIA

COUNTY OF Los Angeles  
CALIFORNIA

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1997 by YACOOB C. MADHA, who is personally known to me or who has produced CDL# C5823581 as identification and who did not take an oath.

  
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES: 8-28-98  
COMMISSION NO.: 1036999



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

*Pursuant to the provisions of sections 607.0501 or 617.0501, 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: RAINMAKER GROUP, INC.

2. The name and address of the registered agent and office is:

PETER W. METTLER, ESQ.

(Name)

140 ROYAL PALM WAY, SUITE 202

(P.O. Box NOT acceptable)

PALM BEACH, FL 33480

(City/State/Zip)

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*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 I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE

PETER W. METTLER

DATE

9/24/97

REGISTERED AGENT FILING FEE: \$35.00

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314