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BEACH ACCOUNTING AND TAX SERVICE, INC.
17274 SAN CARLOS BOULEVARD, #202
FORT MYERS BEACH FL 33931

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-09/29/97--01098--018
****122.50 ****122.50

September 24, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
97 SEP 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen;

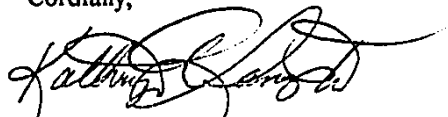
Enclosed please find the Articles of Incorporation for

RAINFOREST CREATIONS, INC.

along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Cordially,



Kathryn A. Langston

KLP NEW P
9/25

ARTICLES OF INCORPORATION
OF
RAINFOREST CREATIONS, INC.

97 SEP 25 PM 2:09
SECRET
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name

The name of the Corporation is RAINFOREST CREATIONS, INC. and its principal office and mailing address is 18196 DEEP PASSAGE LANE, FORT MYERS BEACH, FLORIDA 33931.

Article 2. Duration

The duration of the corporation is perpetual.

Article 3. Purpose

The general purposes for which the corporation is organized are as follows:

A. To engage in and transact any lawful business including selling, reselling and management of franchised operations, for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock

The aggregate number of shares which the corporation is authorized to issue is ten million (10,000,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors. The amount of capital with which this corporation shall begin business is not less than Thirty Thousand Dollars (\$30,000.00).

Article 5. Initial Registered Office and Agent

The street address of the initial Registered office of the corporation is 17274 San Carlos Blvd., #202, Fort Myers Beach, FL 33931 and the name of the Registered Agent is Edward A. Dallas. The Board of Directors may from time to time move the registered office to any other address in Florida.

Article 6. Initial Board of Directors

The number of Directors constituting the initial Board of Directors is ONE (1). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Michael B. McGuigan

18196 Deep Passage Lane
Fort Myers Beach, FL 33931

Article 7. Incorporators

The name and address of each Incorporator is as follows:

Michael B. McGuigan	18196 Deep Passage Lane Fort Myers Beach, FL 33931
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Article 8. Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders subject to this reservation.

Article 9. Indemnification

The corporation shall indemnify each officer and director including former officers and directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions

Shares of capital stock of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
Michael B. McGuigan	300,000

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

Article 11. Rights of Initial Directors

Each of the initial Directors shall have the right to be a Director of the corporation as long as that respective Director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as the Director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is shareholder of the corporation at the time of the amendment.

Article 12. Bylaws

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

Article 13. Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Shareholders.

Article 14. Director Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Board of Directors.

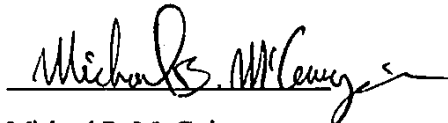
Article 15. Dividends

Dividends may be paid to the Shareholders at the discretion of the Board of Directors.

Article 16. Informal Director Action

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of Corporation as part of the Corporate Records.

IN WITNESS WHEREOF the undersigned have signed these Articles of
Incorporation on this 24th day of September 1997.



Michael B. McGuigan

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared to me well known
and known to me to be the persons described in and who executed the foregoing Articles
of Incorporation and acknowledged before me that they executed said instrument for
purposes therein expressed.

WITNESS my hand and official seal on this 24th day of September 1997.




NOTARY PUBLIC

My Commission Expires:

August 17, 1999

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
RAINFOREST CREATIONS, INC. which is contained in the foregoing Articles of
Incorporation.

DATED this 24 day of SEPT, 1997.

Edward A. Dallas Edward A. Dallas
as Registered Agent