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R. NATHAN LANGFORD, JR., P.C.
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November 20, 1997

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

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-11/24/97--01124--001
*****70.00 *****70.00

Re: Incorporation of "Rainbow Wraps, Inc."

To Whom It May Concern:

Enclosed find the Original and two copies of the Articles of Incorporation, the original and one copy of the letter of the person agreeing to serve as registered agent, and a check for filing fees of \$70.00.

Please return me a stamped-filed copy of the Articles of Incorporation and registered agent letter. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you in advance for your prompt assistance.

Sincerely,


R. Nathan Langford

RNL/

Enclosures

FILED
97 NOV 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
for
RAINBOW WRAPS, INC.

1.

The name of the corporation is RAINBOW WRAPS, INC.

2.

The corporation is organized pursuant to the provisions of the Laws of Florida.

3.

The corporation is authorized to issue 100,000 shares of stock with no par value per share.

4.

The initial registered address of the corporation is Faye M. Rosen; the initial registered agent is 672 Jungle Queen Way, Longboat Key, Florida 34280-1808.

5.

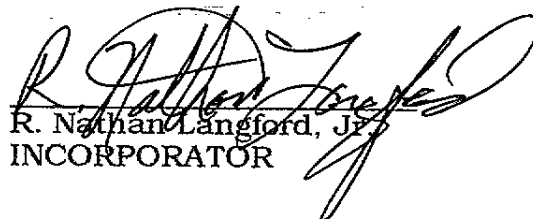
The initial mailing address of the corporation is 672 Jungle Queen Way, Longboat Key, Florida 34280-1808. The initial principle place of business is 2087 Princeton Street, Sarasota, Florida 34237.

6.

The incorporator is R. Nathan Langford, Jr., whose address is Suite 300, 3060 Mercer University Drive, Atlanta, Georgia 30341.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 20th day of November, 1997


R. Nathan Langford, Jr.
INCORPORATOR

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97 NOV 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAYE ROSEN

672 Jungle Queen Way
Longboat Key, Florida 34280-1808

November 20, 1997

Ms. Sandra B. Mortham
Florida Secretary of State
Corporation Division
P.O. Box 6327.
Tallahassee, Florida 32314

RE: Consent to Appointment as Registered Agent

Dear Ms. Secretary;

I, Faye Rosen, do hereby consent to serve as the registered agent for service for the corporation Rainbow Wraps, Inc..

Sincerely,

Faye Rosen
Faye Rosen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA