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November 24, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
904/487-6052

900002357559--1
-11/26/97--01024--009
*****70.00 *****70.00

Re: **RAINBOWS BEGINNINGS, INC.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation. A check for \$70.00 is attached.

Mary Kaplan
Mary Kaplan
7847 West Crinoline Lane
Dunnellon, FL 34433
904/795-9280
904/795-9294 FAX

FILED
97 NOV 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/2/97

ARTICLES OF INCORPORATION
OF
RAINBOWS BEGINNINGS, INC.

PREPARED BY

**Tina Gamboa
325 Dean A. McGee
Oklahoma City, OK 73102
405/232-3600**

**ARTICLES OF INCORPORATION
OF
RAINBOWS BEGINNINGS, INC.**

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IN COMPLIANCE WITH THE REQUIREMENTS OF FLORIDA STATUTES CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE:
RAINBOWS BEGINNINGS, INC.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR ANY LAWFUL BUSINESS PURPOSE AND FOR ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. COMMON STOCK

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 400 SHARES, ALL OF WHICH SHALL BE COMMON SHARES AT \$.10 PAR VALUE. TOTAL AUTHORIZED CAPITAL IS \$40.00. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE CASH SALE BY THIS CORPORATION OF ANY SHARES OF STOCK OF THE SAME KIND, CLASS, OR SERIES AS THAT OF THE SHAREHOLDER, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE: TWO (2). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

MARY KAPLAN - 7847 WEST CRINOLINE LANE, DUNNELLON, FL, 34433.
SHARON CALHOUN - 3021 DOTHAN AVENUE, SPRING HILL, FL, 34609.

ARTICLE VII. INDEMNIFICATION

THIS CORPORATION SHALL RESERVE THE RIGHT TO INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE SHALL BE:

6024 CORTEZ BLVD.
WEEKIWACHEE, FL 34607

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

MARY KAPLAN

ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

MARY KAPLAN, 7847 WEST CRINOLINE LANE, DUNNELLON, FL, 34433

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24 DAY OF NOVEMBER, 1997.


INCORPORATOR - MARY KAPLAN

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE
RESIDENT AGENT OF **RAINBOWS BEGINNINGS, INC.** I HEREBY STATE THAT I AM FAMILIAR
WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR **RAINBOWS
BEGINNINGS, INC.**


REGISTERED AGENT - MARY KAPLAN

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