



ACCOUNT NO. : 072100000032

REFERENCE : 627437 128273A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : December 9, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 627437-005

CUSTOMER NO: 128273A

CUSTOMER: Kim C. Booker, Esq
KIM C. BOOKER, P.A.
170 Bloxham Avenue
Orange City, FL 32763

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-12/10/97--01001--005
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DOMESTIC FILING

NAME: RAINBOW PRODUCTIONS OF
DAYTONA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 8:38

RECEIVED
97 DEC -9 PM 2:41
DIVISION OF CORPORATIONS
SECRETARY OF STATE
OFFICE OF THE CLERK

KIM C. BOOKER

KIM C. BOOKER, P.A.
ATTORNEY AT LAW

170 BLOXHAM AVENUE
ORANGE CITY, FLORIDA 32763
PHONE (904) 774-6552
FAX (904) 774-1442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 8:38

December 4, 1997

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

RE: *Rainbow Productions of Daytona, Inc.*

Dear Ms. Mortham:

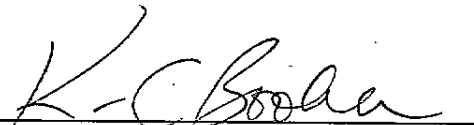
Enclosed herein please find *Articles of Incorporation* for *Rainbow Productions of Daytona, Inc.*, to be filed with the Secretary of State. Also included is a check in the amount of \$122.50 to cover said filing.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Kim C. Booker, P.A.

By


Kim C. Booker, Attorney at Law

KCB:mmm

Enclosures

ARTICLES OF INCORPORATION

FOR

RAINBOW PRODUCTIONS OF DAYTONA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 8:30

In compliance with the provisions of Chapter 607, Florida Statutes, the undersigned, for the purpose of forming a corporation, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, as the Articles of Incorporation of RAINBOW PRODUCTIONS OF DAYTONA, INC., a Florida corporation, the following, to wit:

Article I - Corporate Name

The name of the corporation is as follows:

RAINBOW PRODUCTIONS OF DAYTONA, INC.

Article II - Duration

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws or pursuant to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in the business of production and entertainment and related activities or business permitted under the laws of the United States and State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue one hundred shares (100) of common stock which shall be designated as "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known or the mailing address of the corporation:

1500 Beville Road
Suite 606-242
Daytona Beach, Florida 32114

The name and street address of the Initial Registered Agent of this corporation is:

Vernon J. Buck
153 Woodcock Court
Daytona Beach, Florida 32119-8718

Article VI - Initial Board of Directors

This corporation shall have eight (8) 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 (1). The name and address of the initial directors of the corporation are as follows:

Vernon J. Buck
153 Woodcock Court
Daytona Beach, FL 32119-8718

Sandra M. Guth
3 Seagull Drive
Ormond Beach, FL 32176

Elizabeth M. Bowne
1250 8th Avenue
DeLand, FL 32724

Joel Wilder
5894 Woodpoint Terrace
Port Orange, FL 32124

George A. Coscia
153 Woodcock Court
Daytona Beach, FL 32119-8718

Timothy C. Luznar
9 Laurel Oak Circle
Ormond Beach, FL 32174

Cynthia Poole
1250 8th Avenue
DeLand, FL 32724

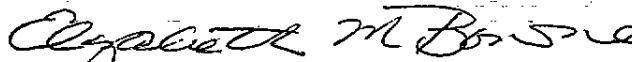
Oliver VanValkenburg
3819 Surrey Drive
Port Orange, FL

Article VII - Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Elizabeth M. Bowne
1250 8th Avenue
DeLand, FL 32724

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation
this 20 day of November, 1997.


Elizabeth M. Bowne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 11M 8:38

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 20 day of November, 1997 by
ELIZABETH M. BOWNE, who has produced FL Drivers license as identification and who
did not take an oath.


Notary Public

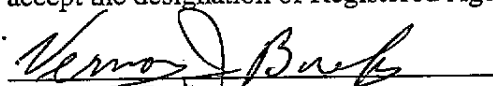


ELIZABETH LEE BAYLOR
Notary Public, State of Florida
My Comm. Exp. Sept 1999
Comm. No. CC 45

ACKNOWLEDGEMENT

494909

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation of Registered Agent and agree to comply with all laws governing Registered Agents.


Vernon J. Buck