

P98000011999

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

SUBJECT: Rainbow Expressions, Inc.

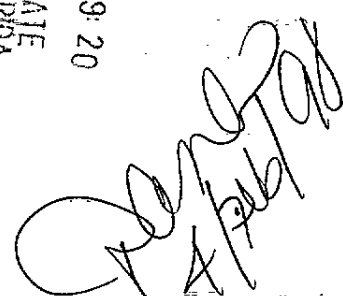
Enclosed please find the original copy of the certificate of
incorporation for the above corporation. Also enclosed is a check
in the amount of \$131.25.

FROM: Ilsa M. Morales
6662 Sunset Strip
Sunrise, Fl 33313
(954) 746-8006

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****131.25 ****131.25


Ilsa M. Morales
Registered Agent

FILED
98 FEB -6 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

ILSA M. MORALES
6662 SUNSET STRIP
SUNRISE, FL 33313

SUBJECT: RAINBOW EXPRESSIONS, INC.
Ref. Number: W98000002081

We have received your document for RAINBOW EXPRESSIONS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

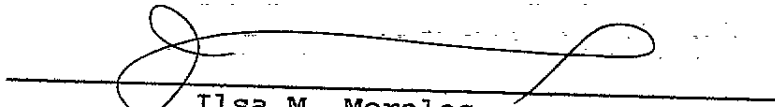
Letter Number: 498A00005124

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

SUBJECT: Rainbow Expressions, Inc.

Enclosed please find the original copy of the certificate of
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FROM: Ilsa M. Morales
6662 Sunset Strip
Sunrise, Fl 33313
(954) 746-8006



Ilsa M. Morales
Registered Agent

ARTICLES OF INCORPORATION

- Profit Corporation -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation shall be:
Rainbow Expressions, Inc.

SECOND: The place in the State of FLorida where
its principal office is to be located is: 6662 Sunset Strip
Sunrise, Fl 33313 - County of Broward - (954) 746-8006

THIRD: The purpose for which this corporation is formed is to
engage in any lawful act or activity.

The corporation initially intends to engage in the
business of: retail (selling items by mail)

FOURTH: The corporation shall have the authority to issue one
class of stock. The classification and par value of each
share shall be:
\$10.00 (TEN) dollars per share.

The number of shares which the corporation is authorized
to have outstanding is:
1000 (ONE THOUSAND) shares.

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Ilisa M. Morales P.O. Box 130275 Ft. Lauderdale, Fl 33313
Guillermo Feliz P.O. Box 130275 Ft. Lauderdale, Fl 33313
Lila M. Morales P.O. Box 130275 Ft. Lauderdale, Fl 33313
Luis Morales V. P.O. Box 130275 Ft. Lauderdale, Fl 33313

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Ilisa M. Morales
6662 Sunset Strip
Ft. Lauderdale, Fl 33313

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of

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Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of One in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Ilsa M. Morales

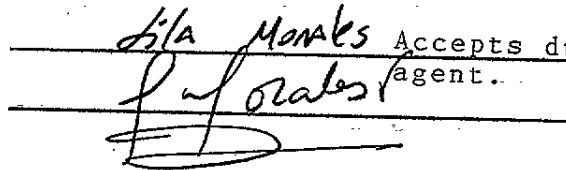
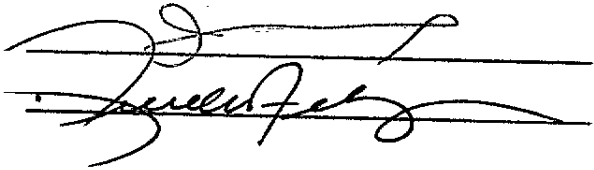
P.O. Box 130275

Ft. Lauderdale, Fl 33313

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January to December each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
27 day of JANUARY, 1998.



Accepts duties as Registered Agent...

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida)
County of Broward) SS.

On this day, before me, the undersigned authority, in and for and residing in the above County and State, personally appeared the Incorporators whose signatures appear above, are personally known to me to be the same person(s) whose name(s) is/are subscribed to the foregoing document, and, being duly sworn, they verified that the information contained in the foregoing document is true and correct on personal knowledge and acknowledged that said document was signed as a free and voluntary act.

Subscribed and sworn to this 27 day of JANUARY, 19 98.

Miguel Morales
Name and signature



MIGUEL MORALES
My Commission CC479501
Expires Jul. 11, 1999
Bonded by ANB
900-852-5878

My commission expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA