P9800015313 TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 DIVISION OF EAS 16 MA 9: 24

SUBJECT:	Rain Bow	PRODUCTION, I	一 7 <i>C</i> .
20202.	Propos	ed comorate name - must include suff	iv)

oposed corporate name - must include suffix 30002431148——4
-02/16/38—01041—009
******78.75 ******78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00	
Filing Fee	

□\$122.50
Eiling Egg

ADDITIONAL COPY REQUIRED

FROM: RAIN PRODUCTION, Inc.

Name (Printed or typed)

112 WEST ADAMS Street Suite# 70

Jacksonville, Florida 32202

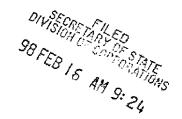
City, State & Zip

(904) 355 - 3305

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF



RainBow Production, INC.

I, the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATION NAME

The name of the corporation is RainBow Production, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal office of this corporation is 112 West Adams Street Suite #701, Jacksonville, Florida 32202.

ARTICLE III - STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000

- A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to case, other property, services, acquisition of the other corporations' shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
- B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

- C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.
- D. There shall be no more than four (4) shareholders of this corporation at any time. Said shareholders may be real persons and or legal entities such as corporations, associations, or partnerships.

ARTICLE IV - INITIAL REGISTERED AGENT

The initial designation of the registered agent office of this corporation shall be Mary Branton, 112 West Adams Street, Jacksonville, Florida 32202. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

1 Ay Branton

ARTICLE V - CORPORATOR

The name and address of the initial incorporator is as follows:

Mary Branton

112 West Adams Street Suite #701 Jacksonville, Florida 32202

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

The business affairs of the corporation shall be carried on by a President, and a VicePresident and two Members At Large, elected by shareholders as provided by the By-Laws of
the corporation. A Director need not be a resident of the State of Florida.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors and Officers until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAMES</u> <u>ADDRESS</u>

Mary Branton112 West Adams Street Suite 701PresidentJacksonville, Florida 32202

Tenuera Judanorivate, Pariuu J2202

Roscoe Branton, Jr. P.O. Box 40764

Vice President Jacksonville, Florida 32203

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every

Amendment shall be approved by a majority vote of the shareholders based on a majority of the

stock entitled to vote thereon, unless all the shareholder sign a written statement manifesting

their intention that a certain amendment if these Articles of Incorporation be made.

IN WITNESS WHEREOF, MARY BRANTON, the incorporator, has hereunto set her hand and seal this 13 day of February, 1998.

Mary Branton

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, Mary Branton, who, after first being duly sworn, deposes and says that she is the person described in the foregoing Articles of Incorporation and she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this <u>13</u> day of February, 1998.

NOTARY PUBLIC
My commission expires:

Christopher J. Kozak
MY COMMISSION # CC670056 EXPIRES
August 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.