

K. RICHARD LINDOW, JR.

2300 N.E. 33rd Avenue, No. 606
Ft. Lauderdale, FL 33305
USA

Phone (954) 749-8550
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April 23, 1998

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399
(805) 487-6052

Re: Articles of Incorporation:
RAINBOW LIFE AND HEALTH COMPANY

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-04/24/98--01080--020
****131.25 ****131.25

Two Whom It May Concern:

Please find enclosed two (2) copies of the Articles of Incorporation for **RAINBOW LIFE AND HEALTH COMPANY**.

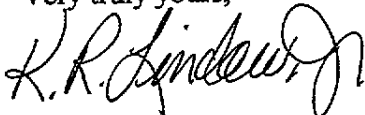
Also enclosed is a check for the amount of \$131.25 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
<u>Certificate of Status</u>	<u>\$ 8.75</u>
TOTAL	\$131.25

If you have any questions or require further information, please contact me at (954) 749-8550 or any of the other numbers shown above.

Your assistance in this matter is greatly appreciated.

Very truly yours,



K. Richard Lindow, Jr.

KRL:dim

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 PM 4:12

D. BROWN APR 27 1998

ARTICLES OF INCORPORATION
OF
RAINBOW LIFE AND HEALTH COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 4:12

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Laws of said State, providing for the information, liabilities, rights, privileges and immunities of a Corporation for profit.

I

The name of the Corporation is:

RAINBOW LIFE AND HEALTH COMPANY

II

The general nature of the business and objects and purposes of this Corporation are:

- a) To conduct and maintain an association which would include insurance, investments, stocks, bonds, real estate, and property of any and all kinds; and including the purchase, lease, rental and sale of any and all other goods and services.
- b) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation or other legal entity.
- c) To engage in the exchange of currency of foreign countries and currency of the United States.
- d) To purchase, hold and reissue the shares of its capital stock; and to subscribe to, purchase or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.
- e) In general, to engage in any lawful act or activity for which a corporation of this character may be organized under the law of the State of Florida or in the future to be enacted, which are hereby incorporated and made a part hereof by this reference, including without limitation, any incidental business in connection with the foregoing and to have and exercise all the powers conferred by the Laws of the State of Florida upon corporations of this character.
- f) To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or

expedient.

III

The name and address in the State of Florida of this Corporation's initial agent for service of process is: K. Richard Lindow, Jr, 2300 NE 33rd Avenue, No. 606, Ft. Lauderdale, Florida 33305-1886. This shall also be the Registered office of said Corporation.

IV

This Corporation is authorized to issue only one class of shares of stock, Common, and the total number of shares which this Corporation is authorized to issue is 100 shares. For incorporation purposes, each share of said stock will have a nominal value set at Fifty Cents (\$.50) per share as consideration.

Said One Hundred (100) Shares of common stock will have no par value. All shares are to be issued fully paid and non-assessable.

The capital stock of this Corporation may be paid in lawful money of the United States, or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just "Book Value" fixed by the Board of Directors is to be conclusive proof of said "Book Value".

All of the common stock is to have one vote per share in the control of management of the Corporation.

In the event any shareholder shall be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

Each shareholder of this Corporation shall be entitled to full preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his, her, or its proportionate part of any shares or securities which may be issued at any time by this Corporation.

V

The amount of paid in capital before beginning business shall be Five Hundred Dollars (\$500.00).

VI

The principal post office address of the place of business shall be: 3801 N. University Drive, Suite 206, Sunrise, FL 33351.

The Board of Directors may from time to time move the principal office to any other address in Florida.

The number of Directors of the Corporation shall be two (2) or more.

VII

The duration of this Corporation shall be perpetual.

VIII

The names and addresses of the members of the first BOARD OF DIRECTORS are:

K. Richard Lindow, Jr., President, 2300 NE 33rd Ave., No. 606, Ft. Lauderdale, FL 33305

David Sherman, Vice President, 4470 NW 74th Ave., Lauderhill, FL 33319

IX

The names and addresses of the subscribers to this Certificate of Incorporation, and the number of shares of stock which each agrees to take are as follows:

50 SHARES - K. RICHARD LINDOW, JR., 2300 NE 33rd Ave., No. 606, Ft. Lauderdale, FL 33305

50 SHARES - DAVID SHERMAN, 4470 NW 74th Ave., Lauderhill, FL 33319

X

The liability of the Corporation's directors for monetary damages shall be eliminated to the fullest extent permissible under Florida Law.

XI

The Corporation is authorized to provide indemnification of agents for breach of duty to the Corporation and its stockholders through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Florida Law, subject to the limits on such excess indemnification, if any, set by the State of Florida.


XII

The regulation of the business and the conduct of the affairs of the Corporation, and the provisions creating and limiting the powers of the Corporation, the Directors and

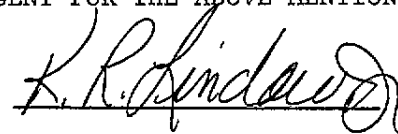
Stockholders, or any class of stockholders of the Corporation, shall be controlled by the Bylaws which shall be adopted by the Stockholders of the Corporation as soon as practicable after the Corporation shall be formed, which said Bylaws may from time to time and whenever necessary be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Incorporation this 23 day of April, 1998, at Ft. Lauderdale, Florida, for the purposes aforesaid.


INCORPORATOR


INCORPORATOR

I UNDERSTAND AND ACCEPT THE DUTIES AS
REGISTERED AGENT FOR THE ABOVE MENTIONED
CORPORATION.



First AGENT FOR SERVICE OF PROCESS