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6/11/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000010970 5))

TO: DIVISION OF CORPORATIONS
FROM: ANTHONY P. BERNARD
CONTACT: ANTHONY BERNARD
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NAME: RAINBOW IMPORT EXPORT, INC
AUDIT NUMBER.....H98000010970
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

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DM 6/12/98

AUDIT #: H98000010970

ARTICLES OF INCORPORATION
of

RAINBOW IMPORT EXPORT, INC.

(name of corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

RAINBOW IMPORT EXPORT, INC.

12443 SW 193RD STREET MIAMI, FL. 33177

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED SHARES (100) OF ONE DOLLAR(S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME ANTHONY BERNARD

ADDRESS 16201 SW 95 AVENUE, STE 109

CITY

MIAMI STATE FLORIDA

ZIP 33177

PREPARED BY : ANTHONY BERNARD

16201 SW 95 AVE., STE 109

MIAMI, FL. 33157

(305) 251-4591

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME	ROHAN BURNS (PRESIDENT)			
ADDRESS	12443 SW 193 STREET			
CITY	MIAMI	STATE	FLORIDA	ZIP 33177
NAME	HEATHER STEWART (VICE PRESIDENT)			
ADDRESS	12443 SW 193 STREET			
CITY	MIAMI	STATE	FLORIDA	ZIP 33177

ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME	ROHAN BURNS (PRESIDENT)			
ADDRESS	12443 SW 193 STREET			
CITY	MIAMI	STATE	FLORIDA	ZIP 33177

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS ELEVENTH DAY OF JUNE, 1998.

 (Seal)

PREPARED BY: ANTHONY BERNARD
16201 SW 95 AVE., STE 109
MIAMI, FL. 33157
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STATE OF FLORIDA

COUNTY OF DADE


BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

ROHAN BURNS

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES
OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE
ARTICLES OF INCORPORATION.

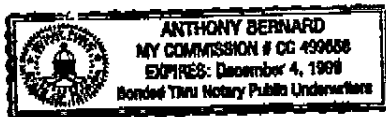
IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS ELEVENTH DAY OF JUNE, 1998.

(NOTARY SEAL)



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION ASPIRES/4/99



PREPARED BY: ANTHONY BERNARD
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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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TALLAHASSEE FLORIDA

RAINBOW IMPORT EXPORT, INC.
(name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

AT 16201 SW 95 AVE., STE 109
MIAMI FLORIDA 33157

HAS NAMED ANTHONY BERNARD
LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.


(REGISTERED AGENT)

PREPARED BY: ANTHONY BERNARD
16201 SW 95TH AVE. SUITE #109
MIAMI, FL. 33157
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