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6/11/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:00

((H98000010970 5))

TO: DIVISION OF CORPORATIONS
FROM: ANTHONY P. BERNARD
CONTACT: ANTHONY BERNARD
PHONE: (305)251-4591

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NAME: RAINBOW IMPORT EXPORT, INC
AUDIT NUMBER.....H98000010970
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0 PAGES..... 4
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

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TALLAHASSEE FLORIDA

13518

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

AUDIT#: H98000010970

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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.

Rohan Burns (Seal)

PREPARED BY: ANTHONY BERNARD
16201 SW 95 AVE., STE 109
MIAMI, FL. 33157
(305) 251-4591

AUDIT#: H98000010970

STATE OF FLORIDA

COUNTY OF DADE


BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORT 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.

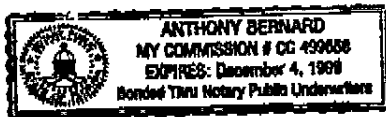
IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS ELEVENTH DAY OF JUNE, 1998.

(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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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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
(305) 251-4591

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