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STEPHAN B. WIDMEYER
ATTORNEY AT LAW

MEDIATOR (CIRCUIT CIVIL & FAMILY)
CIVIL & CRIMINAL TRIALS
FAMILY LAW
COMMERCIAL & CORPORATE LAW
& LITIGATION
REAL ESTATE LAW
GENERAL PRACTICE

3871-A TAMiami TRAIL
PORT CHARLOTTE, FLORIDA 33952

TELEPHONE (941) 624-3010

July ²⁷~~25~~, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/29/98--01046--020
****122.50 ****122.50

RE: RAINBOW ENTERPRISES OF SOUTHWEST FLORIDA, INC.

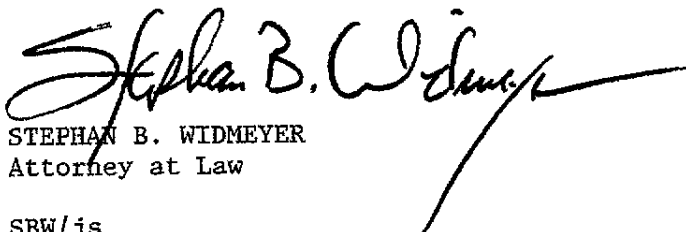
Gentlemen:

This letter transmits the original Articles of Incorporation as to the above referenced corporation. If the Articles of Incorporation meet with your approval, I would appreciate your filing same with the State of Florida and forwarding the Charter at your earliest convenience to me at the above letterhead address.

Also enclosed is a check in the amount of \$122.50 which represents the filing fee and a certified copy of the Articles of Incorporation.

Should you have any questions as to the above, please do not hesitate to contact me.

Very truly yours,


STEPHAN B. WIDMEYER
Attorney at Law

SBW/js
Enclosure

APPROVED
AND
FILED
98 JUL 29 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 3 1998

APPROVED
AND
FILED

98 JUL 29 AM 7:41

ARTICLES OF INCORPORATION OF
RAINBOW ENTERPRISES OF SOUTHWEST FLORIDA, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts these Articles of Incorporation for purposes of forming a corporation under the Florida Business Corporation Act:

ARTICLE ONE
NAME OF CORPORATION

EFFECTIVE DATE
7-21-98

The name of this corporation is: RAINBOW ENTERPRISES OF SOUTHWEST FLORIDA, INC.

ARTICLE TWO
ADDRESS

The corporation's principal offices are located at 3151 Cooper St., Unit 51, Punta Gorda, Florida 33950, which also serves as its mailing address.

ARTICLE THREE
PURPOSE

This corporation is established for any lawful purpose or purposes.

ARTICLE FOUR
COMMENCEMENT OF CORPORATE EXISTENCE

As permitted by Section 607.0203 of the Florida Business Corporation Act, the existence of this corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE FIVE
DIRECTORS

The affairs of the corporation will be controlled by a board of directors consisting of not less than 1 nor more than 5, but always an odd number as provided by Section 607.0801.

ARTICLE SIX
CORPORATE STOCK

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE SEVEN
REGISTERED AGENT

The street address of the initial registered office of the corporation is 3871-A Tamiami Trail, Port Charlotte, FL 33952, and the name of its initial registered agent at such address is STEPHAN B. WIDMEYER.

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

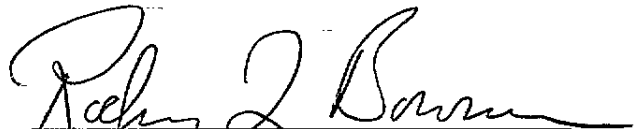
RODNEY L. BOWMAN

3151 Cooper St., Unit 51
Punta Gorda, Florida 33950

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of July, 1998.



RODNEY L. BOWMAN


STATE OF FLORIDA }
COUNTY OF CHARLOTTE }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared RODNEY L. BOWMAN, who is personally known to me, and who did take an oath, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed his name to said Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Charlotte County and State
aforesaid, this 21ST day of July, 1998.

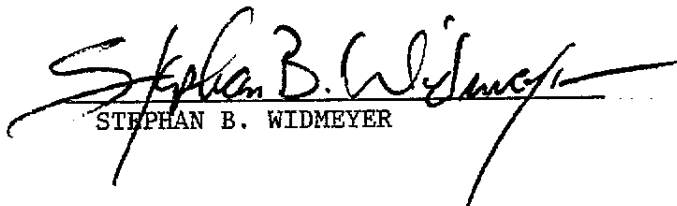


JANET R SABLE
My Commission CC563788
Expires Jul. 27, 2000


JANET R. SABLE, NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.


STEPHAN B. WIDMEYER

98 JUL 29 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED