

NOV-10-98 TUE 1:27 PM

P. 1

P98000095168

TERESA98

FLORIDA DIVISION OF CORPORATIONS
12:58 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000020936 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: RAINBOW REAL ESTATE PROPERTY MANAGEMENT, INC AUDIT
NUMBER.....H98000020936 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4 CERT. COPIES.....0
DEL.METHOD.. FAX EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT
AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES
OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:14

1198000020936

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

Rainbow Real Estate Property Management, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

ARTICLE 3. - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:
FRANK A. COLANGELO
7300 W. McNab Road
Suite 211
Tamarac, FL 33321
(954) 718-8572

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:14

1198000020936

1178000020732

ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Ruth Carstarphen
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

ARTICLE 5. - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Ruth Carstarphen
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

ARTICLE 6. - OFFICERS

The name(s) and street address(es) of the initial officers to these Articles of Incorporation is (are):

Ruth Carstarphen, CEO
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

Luccy Del Carmen Webber, President
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

George Thompson, Vice President
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

1178000020736

1178000020936

ARTICLE 7. - DIRECTORS

The name(s) and street address(es) of the initial director(s) to these Articles of Incorporation is (are):

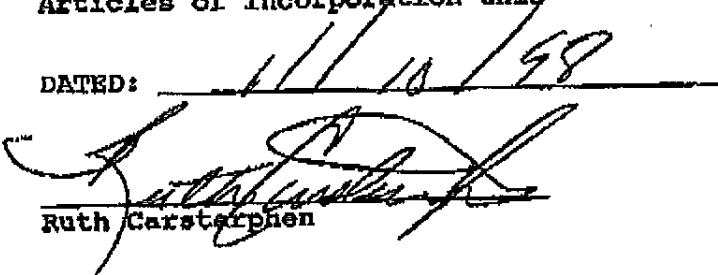
Ruth Carstarphen
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

Lucy Del Carmen Webber
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

George Thompson
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

DATED: 11/10/98


Ruth Carstarphen

1178000020936

1198000020936

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

Rainbow Real Estate Property Management, Inc.

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

Ruth Carstarphen
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 3:14

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.


SIGNATURE REGISTERED AGENT

Ruth Carstarphen
900 N. Federal Highway, Suite 380
Boca Raton, FL 33432

1198000020936