

LAW OFFICE OF  
GERALD M. KUCHINSKY, P.A.

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P98000103634

December 1, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002710123--4  
-12/11/98--01059--016  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: INCORPORATION OF THE NEW RAINBOW, INC.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation regarding the above referenced corporation together with our check in the amount of \$122.50 representing payment of your fees.

Please return one certified copy of the Articles of Incorporation to this office as soon as possible. We have enclosed a stamped return envelope for your convenience.

Your anticipated cooperation in this regard is greatly appreciated.

Very truly yours,

GERALD M. KUCHINSKY

GMK/mgc  
Enc.

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00200

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
12/11/98

**ARTICLES OF INCORPORATION  
OF  
THE NEW RAINBOW, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is THE NEW RAINBOW, INC, located at 2333 North State Road 7, Suite E, Margate, Florida 33063.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issued 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2333 North State Road 7, Suite E, Margate, Florida 33063, and the name of the initial registered agent of this corporation at that address is JAMES MODICA.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

JAMES MODICA

2333 North State Road 7  
Suite E  
Margate, Florida 33063

#### **ARTICLE VIII - INCORPORATORS**

The name and address of each person signing these Articles is:

JAMES MODICA

2333 North State Road 7  
Suite E  
Margate, Florida 33063

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon

the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1998.

James Modica  
JAMES MODICA

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BROWARD )

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES MODICA, who is personally known to me or who has produced Identification Card as identification and who did take an oath and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of November, 1998.

Yolande A. Cadore  
YOLANDE A. CADORE  
NOTARY PUBLIC, State of New York  
No. 01CA5040543  
Qualified in Kings County  
Commission Expires March 13, 1999


NOTARY PUBLIC

My Commission Expires: March 13, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

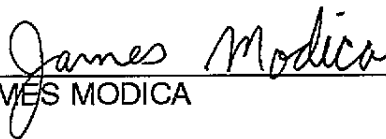
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That THE NEW RAINBOW, INC., desiring to organize or qualify under the laws of the State of Florida, has named JAMES MODICA as its Registered Agent to accept service of process within Florida at 2333 North State Road 7, Suite E, Margate, Florida 33063, which address is also designated as the registered office of the corporation first mentioned above.

  
JAMES MODICA

DATED: November 25, 1998.

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in this Certification, JAMES MODICA hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
JAMES MODICA

DATED: November 25, 1998.

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