

ROSE J. JOHNSEN  
3101 SW 34<sup>th</sup> Avenue #905-474  
Orlando, Florida 32847

January 8, 1999

Florida Division of Corporations  
409 E. Gaines Road  
Tallahassee, Florida 32399

000002737960--1  
-01/12/99-01051--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Reference: Rainbow Capital International, Inc.

Gentlemen:

Attached and enclosed three copies of a Certificate of Incorporation for the above referenced corporation. Please file and return one conformed copy to the above address in addition to the Certificate of Status. My check for the filing fee is enclosed.

Thank you.

Sincerely,

  
ROSE J. JOHNSEN

RJJ:l

Check enclosed #852 \$87.50

FILED  
99 JAN 12 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 14 1999  
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**FILED**  
99 JAN 12 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**RAINBOW CAPITAL INTERNATIONAL, INC.**

The undersigned Incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

**RAINBOW CAPITAL INTERNATIONAL, INC.**

The principal place of business of this corporation shall be :

3101 SW 34<sup>th</sup> Avenue Suite #905-474 Ocala, Florida 34474

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any time is:

TEN MILLION SHARES COMMON STOCK \$0.001 Par Value  
FIVE MILLION SHARES PREFERRED STOCK \$5.00 Par Value

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - OFFICERS/DIRECTORS**

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until his/her successors are elected are:

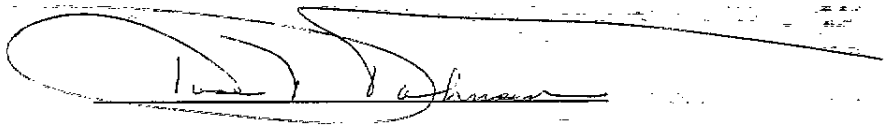
Rose J. Johnsen 3101 SW 34<sup>th</sup> Avenue #905-474 Ocala, Florida 34474

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Rose J. Johnsen 3101 SW 34<sup>th</sup> Avenue #905-474 Ocala, Florida 34474

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24<sup>th</sup> day of December 1998.



STATE OF CALIFORNIA )

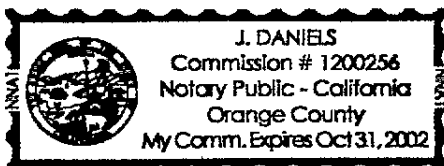
)ss:

COUNTY OF ORANGE )

The foregoing instrument was acknowledged and sworn to before me this 24<sup>th</sup> day of December 1998 by Rose J. Johnsen as the Incorporator of Rainbow Capital International, Inc.



Notary Public in and for Said County and State



**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Rainbow Capital International, Inc.**

2. The name and address of the registered agent and office is:

**ROSE J. JOHNSEN 3101 SW 34<sup>th</sup> Avenue #905-474 Ocala, Florida 34474**

SIGNATURE \_\_\_\_\_

TITLE INCORPORATOR

DATE December 23, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_

DATE DECEMBER 23, 1998

99 JAN 12 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED