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LEGALARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-03/24/99--01066--016

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. RAINBOW INFORMATICA CELL CORPORATION
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 99 MAR 24 PM 1:10
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3/24
 DIVISION OF CORPORATIONS
 99 MAR 24 AM 11:29

Examiner's Initials

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAR 24 PM 1:10

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ARTICLE I - NAME

The name of the corporation shall be RAINBOW INFORMATION CELL CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8045 N.W. 36th STREET, SUITE #542, MIAMI FLORIDA 33166.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

ARTICLE IV - STOCKS

The number of shares of stocks that this corporation is authorized to have outstanding at any one time is 600.00 shares at \$1.00 each par value common stocks.

ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stocks of this corporation shall be issued initially to the following persons in the amount set opposite of their names.

VANDA VIRLA GOMES	_____	300	_____	shares
VERA L. MUNYON	_____	150	_____	shares
ROSINEI GRACA	_____	150	_____	shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This corporation shall have three directors initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names and street address of the initial directors of this corporation are:

VANDA VIRLA GOMES, Director
1470 N.E. 123rd St., Apt.# A-1104
North Miami, Fl. 33161-6033

VERA L. MUNYON, Director
770 Claughton Island Dr, Apt.# 1004
Miami, Fl. 33131

ROSINEI GRACA, Director
1888 Brickell Avenue
Miami, Fl. 33129-1623

ARTICLE VII - FREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

One hundred percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholder. If the quorum is present the affirmative vote of one hundred percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE IX - CUMULATIVE VOTING

At each election for director each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE XIV - INCORPORATORS

The names and street address of the incorporators to these Articles of Incorporation are:


VANDA VIRLA GOMES
1470 N.E. 123rd St. Apt.# A-1104
Miami, Fl. 33161-6033

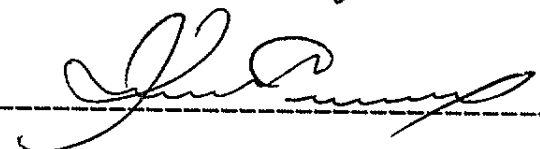
VERA L. MUNYON
770 Claughton Island Dr. Apt. #1004
Miami, Fl. 33131

ROSINEI GRACA
1888 Brickell Avenue
Miami, Fl. 33129-1623

The undersigned subscriber have executed these Articles of Incorporation this Eighteen day of Mar 1999.

Signature  Director

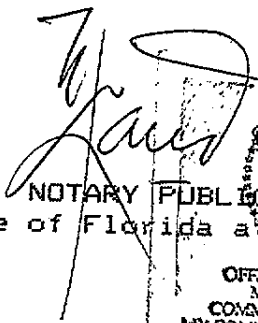
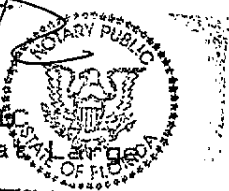
Signature  Director

Signature  Director

S T A T E O F F L O R I D A
C O U N T Y O F D A D E

BEFORE ME, an officer duly authorized in the State of
aforesaid and in the County aforesaid, to
take acknowledgements, personally appeared
VANDA VIRLA GOMES, VERA L. MUNYON and ROSINEI
GRACA, to me known to be the person described in
and who executed the same for the purposes therein
expressed.

WITNESS my hand an official seal in the County and
State last aforesaid on this 18th day of Mar.
1999.


NOTARY PUBLIC
State of Florida at Large

OFFICIAL NOTARY SEAL
MARTIN R. LANDA
COMMISSION NO. CCE99948
MY COMMISSION EXP. NOV. 9, 2000

My commission expires:

ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is VANDA VIRLA GOMES.

The street address of the initial registered agent of this corporation is 1470 N.E. 123rd St. Apt.A-1104,N. Miami, Fl. 33161-6033.

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, 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 of Florida statutes.

Agent Sign 

Date 3/18/99

99 MAR 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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