



THE UNITED STATES
CORPORATION
COMPANY

P 99000044091

FILED

99 MAY 13 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 239280 7170173

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 13, 1999

ORDER TIME : 3:17 PM

ORDER NO. : 239280-005

CUSTOMER NO: 7170173

400002875004--6
-05/14/99--01001--022
*****70.00 *****70.00

CUSTOMER: Robert W. Browning, Jr., Esq
WALLACE, BROWNING & KRAWETZ
WALLACE, BROWNING & KRAWETZ
Suite 880
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: RAINEWOOD INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

PH
5/14/99

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 13 PM 4:39

RECEIVED

ARTICLES OF INCORPORATION
OF
RAINEWOOD INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of the corporation is RAINEWOOD INTERNATIONAL, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 928 Jakl Ave., Sarasota, FL 34232.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

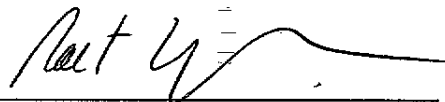
The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 880
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

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

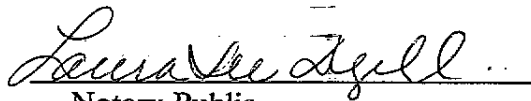
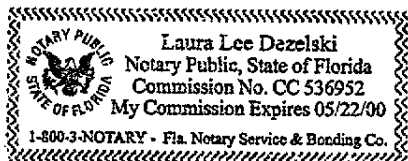
The undersigned Incorporator has executed these Articles of Incorporation this 12th day of May, 1999.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of May, 1999, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.


Notary Public

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
RAINEWOOD INTERNATIONAL, INC.

FILED

99 MAY 13 AM 10:47

SECRETARY OF STATE
FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: May 12, 1999



ROBERT W. BROWNING, JR.