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TRANSMITTAL LETTER

EFFECTIVE DATE
10-19-99

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-10/21/99--01080--003
***122.50 ***78.75

October 19, 1999

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: OVER THE RAINBOW CREATIONS INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

FROM Over The Rainbow Creations Inc.
3955 Jog Road J7C 101
Lake Worth Fl 33467
(561) 641-9977

FILED
1999 OCT 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 22 1999

EFFECTIVE DATE
10-19-99

**ARTICLES OF INCORPORATION
OF**

OVER THE RAINBOW CREATIONS INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is OVER THE RAINBOW CREATIONS INC.

ARTICLE II . PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3955 JOG ROAD BOX 101
LAKE WORTH, FL 33467

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of the articles of incorporation provided the articles are filed by the Department of State within five (5) days thereof.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida Shall be:

Kenneth Solomon
3955 Jog Road.
Lake Worth, Fl 33467

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

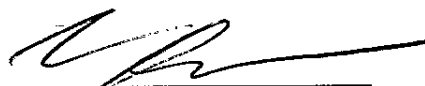
ARTICLE VII. INCORPORATOR

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

Kenneth Solomon
3955 Jog Road Box 101
Lake Worth, Fl 34467

The undersigned has executed these Articles of Incorporation this

19TH day of October 1989


Kenneth Solomon

ARTICLE VII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, stockholders, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Over The Rainbow Creations Inc.
2. The name and address of the registered agent and office is:
3955 Jog Road
Lake Worth, Fl 33467

Signature: _____

Title: _____

Date: _____

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 on my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Date: _____