P99000105701 TRANSMITTAL LETTER

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

200003060352-4... -12/03/99--01084--002 ****840.00 ******70.00

Enclosed is an origina for:	l and one (1) co	py of the articles o	f incorporation a	and a check	
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate Required	SECRE] TALLAH/	1999 DEC
FROM: BROWN 22		CLOVELAND le (printed or typed) SE 4 STROK Address		TARY OF STATE IASSEE, FLORIDA	1LED 33

RAINBOW ESCORES INC

(Proposed corporate name - must include suffix)

NOTE: Please provide the original and one copy of the articles.

FILED

1999 DEC -3 AM II: 33

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RAINBON ESCORTS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

22 S E 4 STReet #219 BOCA RATON FL 33432

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

one

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

BRUND CLEVELAND 22 S.E. 4 STREET # 219 BOCA RATON FC 33432

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRUNO CLEVELAND

22 SE 4 STREET

BOCA RATON FL 33432

The und	lersigned in	corporator(s) has(have) ex	recuted these Articles of Incorp	poration this
	_ day of _	December		
		Adams	1 .	
		12 Clash	(ペリ) Signature	
			Signature	
			Signature	

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is: RAIN BOW ESCORTS INC.					
2.	The name and address of the registered agent and office is:					
	Bruno clevelano					
	(NAME) #219					
	22 SE 4 STReet					
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)						
	BOCA RATON FL 33432					
	(CITY/STATE/ZIP)					

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

(SIGNATURE) [2/01/99]
(DATE)