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ck #1238

for 236.25

ACCOUNT NO. : 072100000032

REFERENCE : 511750 7199590

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1999

ORDER TIME : 12:55 PM

ORDER NO. : 511750-005

CUSTOMER NO: 7199590

CUSTOMER: Mr. Carlos Alberto Tapiagliani  
CARLOS ALBERTO TAPIGLIANI  
CARLOS ALBERTO TAPIGLIANI  
338 Northwest 152nd Lane  
Pembroke Pines, FL 33028

RECEIVED  
CONFIDENTIAL  
FALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: RAIN FOREST HOLDINGS CORP.

000003068950--1  
-12/10/99--01060--010  
\*\*\*\*236.25 \*\*\*\*\*78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
99 DEC 10 PM 3:37  
SECRETARY OF STATE  
FALLAHASSEE FLORIDA

65-0-6  
12-10-99

**ARTICLES OF INCORPORATION  
OF  
RAIN FOREST HOLDINGS CORP.**

**FILED**  
99 DEC 10 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare :

**ARTICLE I – NAME**

The name of Corporation shall be **RAIN FOREST HOLDINGS CORP.**

**ARTICLE II – ACTIVITY**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III – MAXIMUM SHARES**

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One thousand (1,000) Shares.**

**ARTICLE IV – AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **One hundred (\$100.00) Dollars.**

**ARTICLE V – CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

**ARTICLE VI – EXISTENCE**

This Corporation is to have perpetual existence.

**ARTICLE VII – PRINCIPAL OFFICE**

The principal office of this Corporation shall be at :

**4545 NW 103<sup>rd</sup>. Ave. Suite 203  
SUNRISE, FLORIDA 33051**

**ARTICLE VIII – BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected shall be dully qualified, is :

**CARLOS ALBERTO TAPIGLIANI**  
338 NW 152<sup>ND</sup>. LANE  
PEMBROKE PINES, FLORIDA 33028

**DIRECTOR PRESIDENT/SECRETARY**

**FERNANDO KOIKE**  
761 BLUE RIDGE WAY  
DAVIE, FLORIDA 33325

**DIRECTOR VICE PRESIDENT/TREASURER**

**ARTICLE IX – SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this corporation. The shareholders of this corporation are :

**CARLOS ALBERTO TAPIGLIANI** ..... **500 SHARES**  
338 NW 152<sup>ND</sup>. LANE  
PEMBROKE PINES, FLORIDA 33028

**FERNANDO KOIKE** ..... **500 SHARES**  
761 BLUE RIDGE WAY  
DAVIE, FLORIDA 33325

**ARTICLE X – INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**CARLOS ALBERTO TAPIGLIANI**  
338 NW 152<sup>ND</sup>. LANE  
PEMBROKE PINES, FLORIDA 33028

**FERNANDO KOIKE**  
761 BLUE RIDGE WAY  
DAVIE, FLORIDA 33325

**ARTICLE XI – LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling stockholders; the shares of stock held by the shareholder proposing to sell or transfers his shares may not be voted or counted for any purpose at said meeting.

**ARTICLE XII – FURTHER RIGHTS**

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as herein stated.

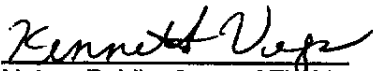
Subscribed at Sunrise, Broward County, Florida this 3 day of Dec, 1999.

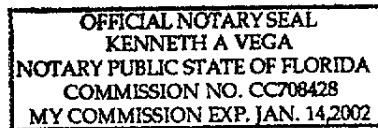
  
\_\_\_\_\_  
CARLOS ALBERTO TAPIGLIANI

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **CARLOS ALBERTO TAPIGLIANI** who, after showing Driver License as identity and being duly sworn by me, deposes and says that he signed the above foregoing Articles of Incorporation for the purposes therein set forth.

**WITNESS** my hand and official seal at Miami, Broward County, Florida, this 3 day of Dec., 1999.

  
Notary Public, State of Florida  
My commission expires:



**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act :

That **RAIN FOREST HOLDINGS CORP.**, is qualified to do business under the laws of the State of Florida, with is principal office at 4545 NW 103<sup>rd</sup>. Ave., Suite 203, Sunrise, Florida 33051 and has appointed **CARLOS ALBERTO TAPIGLIANI** at the same principal office address as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**CARLOS ALBERTO TAPIGLIANI**  
Registered Agent

**FILED**  
99 DEC 10 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA