

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Red Rock Industries, Inc

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

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01 OCT 22 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: WC

Name _____

Date 10/22

Time 10:30

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 22 PM 1:21

APPROVED
AND
FILED

10/22

ARTICLES OF INCORPORATION

OF

RED ROCK INDUSTRIES, INC.

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

RED ROCK INDUSTRIES, INC.

(the "Corporation"), and its initial address shall be:

280 West Canton Avenue, Suite 240
Winter Park, Florida 32789

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ARTICLE II

PURPOSE

The Corporation may engage in any activity or business permitted by the laws of the State of Florida.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The Capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Per Value</u> <u>Per Share</u>	<u>Class</u> <u>Of Stock</u>
10,000	\$0.01	Common

The consideration for all of the above stock shall be payable in cash, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CORPORATE DURATION AND COMMENCEMENT OF EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be at:

280 West Canton Avenue, Suite 240
Winter Park, Florida 32789

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

PHILIP J. SNYDERBURN

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have at least one Director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the shareholders.

ARTICLE VII

NAME AND ADDRESS OF DIRECTOR

The name and address of the first Director of the Corporation, who shall hold office the first year or until his or her successor is duly elected and qualified shall be:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Philip J. Snyderburn	Director	280 W. Canton Avenue, Suite 240 Winter Park, Florida 32789

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

Philip J. Snyderburn
280 West Canton Avenue, Suite 240
Winter Park, Florida 32789

ARTICLE IX

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director, individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

LIMITED LIABILITY OF SHAREHOLDERS

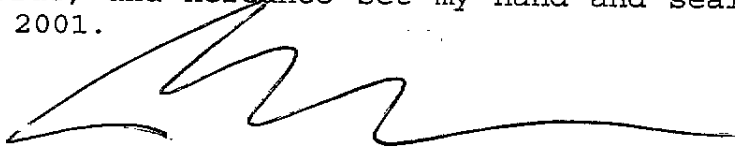
The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of October, 2001.



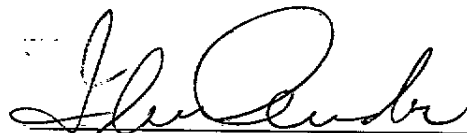
PHILIP J. SNYDERBURN
Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 19th day of October, 2001, by PHILIP J. SNYDERBURN, who is personally known to me and who did take an oath and executed the foregoing Articles of Incorporation for the purposes therein set forth.

My commissions expires:

ILEANA AMADOR
Notary Public, State of Florida
My comm. exp. Jan. 23, 2004
Comm. No. CC904310



NOTARY PUBLIC
Name: Ileana Amador
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the
following is submitted:

First, that:

PHILIP J. SNYDERBURN

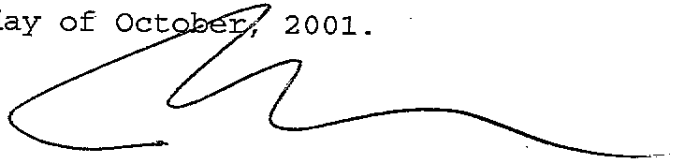
desiring to organize under the laws of the State of Florida has
named:

RED ROCK INDUSTRIES, INC.

280 West Canton Avenue, Suite 240, Winter Park, Orange County,
State of Florida 32789, as its statutory registered agent.

Having been named the statutory agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open.

Dated this 19th day of October, 2001.



PHILIP J. SNYDERBURN
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 22 PM 1:25

APPROVED
AND
FILED