

PO5000153804

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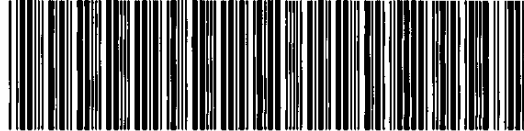
(Business Entity Name)

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FILED
06 OCT -9 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
06 OCT -9 PM 4:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend + Rest.

G. Cozzitto OCT 09 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RED LAMBDA, INC.

DOCUMENT NUMBER: PO5000153804

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN C. PELHAM

(Name of Contact Person)

PENNINGTON LAW FIRM

(Firm/ Company)

215 S. MONROE ST., 2ND FLOOR

(Address)

TALLAHASSEE, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Renee Traynor

(Name of Contact Person)

at (850) 222-3533

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

This instrument prepared by:
Elizabeth F. Sublette
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203

STATE OF FLORIDA)
)
SEMINOLE COUNTY)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
RED LAMBDA, INC.

FILED
06 OCT -9 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Red Lambda, Inc. (the "Corporation") were filed in the Secretary of State's office in Tallahassee, Florida on November 17, 2005. Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the Corporation's Articles of Incorporation, as amended to date, are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be Red Lambda, Inc.

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes for which the Corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida; and
- (2) To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby

expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III
**LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

The location and mailing address of the registered office of the Corporation in the State of Florida shall be 2180 West State Road 434, Suite 6140, Longwood, Florida 32779 and the Corporation's registered agent at such address shall be Gregory Marchwinski.

ARTICLE IV
CAPITAL STOCK

Section 4.1 Common Stock. The Corporation is authorized to issue one class of common stock, to be designated common stock ("Common Stock") with two different designations within such class as described below. The aggregate number of shares of common stock that the Corporation shall be authorized to issue and have outstanding shall be one hundred seventy five million (175,000,000) shares with a par value of \$0.0001 per share. Of the authorized shares of common stock:

(a) one hundred fifty million (150,000,000) shares are hereby designated Series A Common Stock ("Series A Common Stock"); and

(b) twenty-five million (25,000,000) shares are hereby designated Series B Common Stock ("Series B Common Stock").

The Series A Common Stock and the Series B Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV.

Section 4.2 Preferred Stock. The Corporation is authorized to issue one class of preferred stock ("Preferred Stock"). The aggregate number of shares of preferred stock that the Corporation shall be authorized to issue and have outstanding shall be one hundred five million (105,000,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have the rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, and as shall be set forth in that certain Red Lambda, Inc. Investor's Rights and Voting Agreement attached hereto as Exhibit A (the

“Investor’s Rights and Voting Agreement”) and incorporated herein by reference, subject only to the limitation and conditions imposed by Section 607.0602 of the Act.

Section 4.3 Dividends. Subject to any rights, preferences and privileges of all or any series of the Preferred Stock established in accordance with Section 4.2 hereof, the holders of all series of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

Section 4.4 Voting. The holders of the Series A Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Series B Common Stock shall have no voting rights. The holders of the Preferred Stock shall have such voting rights as are set forth in the Investor’s Rights and Voting Agreement attached hereto as Exhibit A and incorporated herein by reference.

Section 4.5 Capital Stock as Payment. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 4.6 Preemptive Rights. The Shareholders of the Corporation shall not have preemptive rights to acquire the Corporation’s unissued shares or the Corporation’s treasury shares, provided however, that the holders of Preferred Stock shall have such conversion rights as are provided in Sections 4 and 5 of the Investor’s Rights and Voting Agreement, attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE V
BOARD OF DIRECTORS

The Board of Directors shall be comprised of a maximum of nine individuals. Holders of Series A Preferred Stock (as defined in the Investor’s Rights and Voting Agreement attached hereto and incorporated herein) shall designate two (2) representatives on the Board of Directors. The remaining member of the Board of Directors shall be Greg Marchwinski, or another executive representative of the Corporation designated by the holders of Common Stock. The name and address of the person who served as the initial director are as follows:

Gregory Marchwinski
2180 West State Road 434, Suite 6140 Longwood, Florida 32779

ARTICLE VI
STOCK PURCHASES

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefore.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator are as follows:

Gregory Marchwinski
2180 West State Road 434, Suite 6140
Longwood, Florida

ARTICLE VIII
LIMITATION OF INDEMNIFICATION

The Corporation shall not indemnify any former officers or directors for any liabilities, costs, penalties, or expenses, whether civil or criminal, arising from his or her service in such capacity as an officer or director, except as otherwise required by Section 607.0850(9) of the Act.

ARTICLE IX
LIABILITY OF DIRECTOR

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 607.0834 of the Act, or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising of acts or omissions occurring prior to the adoption of Article

IX. Any repeal or modification of this Article IX by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

ARTICLE X
CERTIFICATION

The Corporation hereby certifies the following in accordance with Section 607.1007(4) of the Act:

(1) The Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval.

(2) The Amended and Restated Articles of Incorporation were adopted on August 21, 2006, by Written Consent of all of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned CEO has executed these Amended and Restated Articles of Incorporation on this 5th day of October, 2006.

By: *Jerry Marchumist*
Its: CEO