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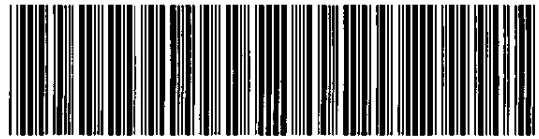
(Business Entity Name)

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APPROVED
AND
FILED
10 FEB -9 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

When filed
01/07/10
11/10/10

February 5, 2010

VIA OVERNIGHT COURIER

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

Re: **Third Amended and Restated Articles of Incorporation of Red Lambda, Inc. (the "Corporation")**

Dear Sir/Madam:

Please find enclosed the following:

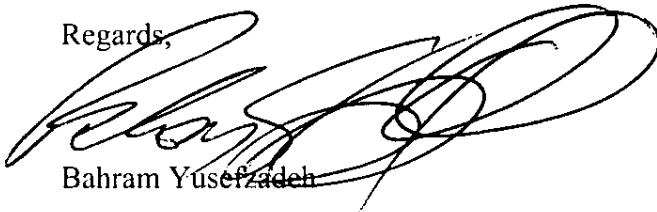
1. One original executed Third Amended and Restated Articles of Incorporation of the Company (the "Articles");
2. One copy of the executed Articles;
3. Check in the amount of \$43.75 payable to the Florida Department of State in payment of the filing fee and a certified copy; and
4. One pre-addressed, pre-paid FedEx envelope.

Please file the Articles and return a certified copy in the enclosed FedEx envelope to: Susan L. Spencer, Carlton Fields, P.A., One Atlantic Center, 1201 West Peachtree St, NW, Suite 3000, Atlanta, Georgia 30309.

For all other correspondence or questions regarding this filing, please contact:

Bahram Yusefzadeh
Red Lambda, Inc.
2180 West State Road 434
Suite 6184
Longwood, Florida 32779
Phone: (407) 682-2475
Email Address: by@v2r.com

Regards,



Bahram Yusefzadeh

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

APPROVED
AND
FILED
10 FEB -9 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act ("FBCA"), the undersigned officer of Red Lambda, Inc., a Florida corporation ("Corporation"), certifies that:

1. The name of the Corporation is "Red Lambda, Inc."
2. The Corporation's articles of incorporation (the "Articles of Incorporation") were filed with the Florida Secretary of State on November 17, 2005 and have been previously amended and restated by virtue of filings made on August 22, 2006 and October 9, 2006.
3. Certain errors and omissions were made in connection with the filing of the Amended and Restated Articles of Incorporation as filed with the Florida Secretary of State on October 9, 2006 and to correct such errors these Third Amended and Restated Articles of Incorporation restate, reapprove, integrate and correct, and further amend the Amended and Restated Articles of Incorporation previously filed to increase the authorized capital stock of the Corporation, and to approve, reapprove, ratify and confirm in all respects the terms of the capital stock and the other rights and provisions under the Corporation's Articles of Incorporation.
4. These Third Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders by written consent effective as of January 31, 2010, pursuant to Sections 607.0704, 607.1003 and 607.1004 of the FBCA. The number of shares consenting to these Third Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
5. The Third Amended and Restated Articles of Incorporation attached hereto completely replace all previously filed Articles and Amended and Restated Articles of the Corporation.
6. The text of the Articles of Incorporation of the Corporation is amended and restated, effective as of the date of filing of these Third Amended and Restated Articles of Incorporation with the Florida Secretary of State, to read in full as follows:

**ARTICLE I
NAME**

The name of the corporation is Red Lambda, Inc. (the "Corporation")

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Corporation is 2180 W. State Road 434, Suite 6184, Longwood, Florida 32779.

ARTICLE III
PURPOSE AND DURATION

The purpose of the Corporation is to engage in any and all activities or business permitted under the Act and the existence of the Corporation shall be perpetual.

ARTICLE IV
CAPITAL STOCK

A. Capital Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 630,000,000, of which (i) 525,000,000 shares shall be Common Stock, par value \$0.0001 per share (the "Common Stock"), divided into (a) 500,000,000 shares of Series A Common Stock (the "Series A Common Stock") and (b) 25,000,000 shares of Series B Common Stock (the "Series B Common Stock"); and (ii) 105,000,000 shares shall be Preferred Stock, par value \$0.0001 per share (the "Preferred Stock").

B. Common Stock. Subject to the rights, powers, preferences and privileges of the holders of any Preferred Stock from time to time outstanding, including rights of the Series A Preferred Stock set forth in Section D of this Article IV below, the relative rights, preferences, privileges and restrictions of each class and series of Common Stock are as follows:

- (i) Dividends. Holders of all series of Common Stock shall be entitled to receive, when and as declared by the Board of Directors (the "Board"), out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board.
- (ii) 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 on account of any shares of Series B Common Stock held by them. The holders of the Preferred Stock shall have the voting rights as are set forth in Section D of this Article IV below.
- (iii) Ranking. The Common Stock shall share ratably in distributions upon liquidation, dissolution or winding up of the Corporation.

- (iv) Cumulative Voting. Cumulative voting shall not be allowed in the election of directors or for any other purpose.
- (v) No Preemptive Rights. The shareholders of the Corporation shall not have preemptive rights with respect to any shares of capital stock of the Corporation, including but not limited to unissued shares or treasury shares.

C. Preferred Stock. The Board is expressly authorized to provide for the issuance of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, powers, rights, qualifications, and relative, participating, optional, or other rights or restrictions thereof as may be permitted by the FBCA. The terms of any Preferred Stock may be established and designated from time to time by the Board pursuant to these Articles of Incorporation or by filing an amendment to these Articles of Incorporation, which is effective without shareholder action, and any amendment or supplement thereto (a "Preferred Stock Designation"). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the voting power of the Common Stock and Preferred Stock outstanding and entitled to vote thereon, voting together as a single class, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation(s) establishing the series of Preferred Stock.

D. Series A Preferred Stock.

1. Designation and Amount of Series A Preferred Stock. Of the Preferred Stock, 105,000,000 shares are hereby designated Series A Preferred Stock, \$0.0001 par value per share (the "Series A Preferred Stock") with the rights, preferences, powers and privileges set forth in this Section D of this Article IV. Such number of shares of Series A Preferred Stock may be increased or decreased by resolution of the Board; provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series A Preferred Stock. The "Issuance Price" per share of Series A Preferred Stock shall be equal to \$0.00333 per share. The holders of shares of Series A Preferred Stock are sometimes hereinafter referred to individually as a "Holder," and collectively as the "Holders."

2. Voting.

(a) Number of Votes. Each Holder shall be entitled to the number of votes equal to the number of shares of Series A Common Stock into which the shares of Series A Preferred Stock held by such Holder are convertible (as adjusted from time to time pursuant to Section D.5 of this Article IV below), at each meeting (and written actions in lieu of meetings) at which the holders of Series A Common Stock of

the Corporation (each, an "Series A Common Stockholder"; and collectively, the "Series A Common Stockholders") are entitled to vote, with respect to any and all matters presented to the Series A Common Stockholders for their action or consideration. Except as provided by law, by the provisions of Section D.2(b) of this Article IV below, or by the provisions establishing any other series of Preferred Stock, Holders of Series A Preferred Stock and of any other outstanding series of preferred stock shall vote together with the Series A Common Stockholders (and together with the holders of Common Stock, if applicable) as a single class.

(b) Adverse Effect. The Corporation shall not amend, alter or repeal preferences, rights, powers or other terms of the Series A Preferred Stock so as to affect adversely the Series A Preferred Stock, without the prior express written consent or affirmative vote of the Holders of at least sixty-six and two-thirds percent (66.66%) of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. For this purpose, without limiting the generality of the foregoing, the authorization or issuance of any series of Preferred Stock which is on a parity with or has preference or priority over the Series A Preferred Stock as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation shall be deemed to be an amendment to the Series A Preferred Stock that affects adversely the Series A Preferred Stock.

3. Board Representation. The Board shall be comprised of three (3) directors. Holders of Series A Preferred Stock, voting separately as a class, shall have the right to elect two (2) members to the Board. The remaining member of the Board shall be elected by the Series A Common Stockholders, voting separately as a class.

4. Conversion Rights. The Holders shall have conversion rights as follows (the "Series A Preferred Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the Holder thereof, at any time and from time to time, into an equal number of shares of Series A Common Stock, subject to adjustment as provided in Section D.5 of this Article IV below (as adjusted, the "Conversion Rate"). Upon a Liquidating Event (as defined below in Section D.6 of this Article IV below), the Series A Preferred Conversion Rights shall terminate at the close of business on the first full day preceding the date fixed for the payment of any amounts distributable on liquidation to the Holders of Series A Preferred Stock.

(b) Mandatory Conversion. Each share of Series A Preferred Stock shall automatically convert into Series A Common Stock at the then applicable Conversion Rate (and, pursuant to the provisions of Section C of this Article IV above, into New Common Stock) upon the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of common stock for the account of the Corporation to the public and receipt by the Corporation of net proceeds of not less than \$20,000,000 from the sale of

its Common Stock pursuant thereto (a "Qualified Public Offering"). Upon a Qualified Public Offering, the Holder entitled to receive Series A Common Stock issuable upon such conversion of Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until the consummation of such Qualified Public Offering.

(c) Mechanics of Conversion.

(i) In order to convert shares of Series A Preferred Stock into shares of Series A Common Stock, the Holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock at the office of the transfer agent for the Corporation's stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such Holder elects to convert all or any number of the shares represented by such certificate or certificates. Such notice shall state the Holder's name or the names of the nominees in which such Holder wishes the certificate or certificates for shares of Series A Common Stock to be issued. The date of receipt of such certificates and notice by the transfer agent or the Corporation shall be the conversion date (the "Conversion Date"). The Corporation shall, as soon as practicable after the Conversion Date, issue and deliver at such office to the Holder, or to his, her or its nominee, a certificate or certificates for the number of shares of Series A Common Stock to which such Holder shall be entitled.

(ii) The Corporation shall at all times during which the Series A Preferred Stock shall be outstanding reserve and keep available out of its authorized but unissued Series A Common Stock and Common Stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Series A Common Stock and Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock into Series A Common Stock.

(iii) All shares of Series A Preferred Stock, which shall have been surrendered for conversion as herein provided, shall no longer be outstanding, and all rights with respect to such shares, including the rights, if any, to receive dividends, notices and to vote, shall immediately cease and terminate on the Conversion Date, except only the right of the Holders thereof to receive shares of Series A Common Stock in exchange therefor. All shares of Series A Preferred Stock so converted shall be retired and cancelled and shall not be reissued, and the Corporation may from time to time take such appropriate action as may be necessary to reduce the number of shares of authorized Series A Preferred Stock and Preferred Stock accordingly.

(iv) The Corporation shall pay any and all issue taxes and other similar taxes that may be payable by the Corporation on its issue or delivery of shares of Series A Common Stock on conversion of any shares of Series A Preferred Stock. The Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of, or any

exchange, conversion or recapitalization of, shares of Series A Common Stock in a name other than that in which the Series A Preferred Stock so converted was registered. No such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.

(v) If any shares of Series A Common Stock to be reserved for the purpose of conversion of shares of Series A Preferred Stock require registration, listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered upon conversion to the Holder immediately prior to conversion, the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration, listing or approval.

(vi) All shares of Series A Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will, upon issuance by the Corporation, be validly issued, fully paid (to the extent such Series A Preferred Stock was fully paid), nonassessable, and free from all taxes, lien and charges with respect to their issuance due to any act of the Corporation.

Issues. 5. Adjustments to Conversion Price and Conversion Rate for Diluting

(a) Calculations.

(i) Conversion Rate. The initial Conversion Rate at which shares of Series A Preferred Stock shall be convertible into shares of Series A Common Stock shall be 1.0 to 1.0 and shall be adjusted thereafter as provided in this Section D.5.

(ii) Conversion Price. The initial Conversion Price shall be equal to the Issuance Price and shall be adjusted thereafter as provided in Section D.5(a)(iii) of this Article IV below.

(iii) Issuance of Common Stock. In the event the Corporation issues or is deemed to issue (pursuant to Section D.5(d) of this Article IV below) additional stock or securities at a per share price less than the then current Conversion Price, (the "New Issue"), the Conversion Price shall be adjusted pursuant to the following formula (the "Dilution Calculation"):

$$CP2 = CP1 \text{ multiplied by } [(A+B) / (A+C)]$$

where:

CP2 = New Conversion Price;

CP1 = Conversion Price in effect immediately prior to New Issue;

A = Number of shares of Common Stock on a fully-diluted basis outstanding immediately prior to the New Issue. Such figure shall include all outstanding Common Stock, all Series A Preferred Stock on an as-converted basis, and all allocated options and warrants;

B = Aggregate consideration received by the Corporation from the New Issue divided by CP1; and

C = Number of shares of Common Stock issued in the New Issue.

After determining the New Conversion Price, the Conversion Rate shall be adjusted as follows:

New Conversion Rate = Conversion Rate in effect prior to New Issue, multiplied by $(CP1/CP2)$.

(b) Not New Issue. Notwithstanding the foregoing Section D.5(a) of this Article IV, the following issuances shall not constitute a New Issue and shall not trigger the Dilution Calculation:

(i) Series A Common Stock issued or issuable upon the conversion of any Series A Preferred Stock;

(ii) Common Stock issued or issuable upon the conversion of any debenture, warrant, option or other convertible security already included in the figure depicted by the letter "A" in the Dilution Calculation;

(iii) Common Stock issued or issuable upon a stock split, stock dividend or any subdivision of shares of Common Stock;

(iv) Series B Common Stock or options or warrants to purchase Series B Common Stock issued or issuable to employees or directors of the Corporation or consultants to the Corporation; provided that such issuance of Series B Common Stock, options or warrants is made pursuant to a compensation plan expressly approved by the Board and represents no more than four percent (4%) in the aggregate of all Common Stock that is authorized, issued and outstanding; or

(v) Common Stock or options or warrants for Common Stock issued or issuable to banks, equipment lessors, real property lessors or other parties pursuant to any debt financing, equipment leasing or real property leasing transaction; provided, however, that such transaction receives the prior express approval of the Board.

(c) No Adjustment of Conversion Rate. No adjustment in the number of shares of Series A Common Stock into which the Series A Preferred Stock is convertible shall be made, by adjustment in the applicable Conversion Rate thereof: (a) unless the consideration per share (determined pursuant to Section D.5(e) of this Article IV below) for the New Issue is less than the then current Conversion Price in effect on the date of, and immediately prior to, the New Issue, or (b) if prior to or following such issuance, the Corporation receives written notice from the Holders of at least sixty-six and two-thirds percent (66-2/3%) of the then outstanding shares of Series A Preferred Stock agreeing that no such adjustment shall be made as the result of the New Issue.

(d) Issue of Securities Deemed New Issue. Except as expressly set forth in Section D.5(b) of this Article IV above, if the Corporation at any time or from time to time after August 21, 2006 (the "Series A Preferred Effective Date") shall issue any options, warrants or convertible securities or other rights to acquire Common Stock, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise, conversion or exchange of such options, rights or convertible securities, shall be deemed to be additional shares of Common Stock issued as of the time of such issue, provided that additional shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section D.5(e) of this Article IV) of such additional shares of Common Stock would be less than the then current Conversion Price in effect on the date of and immediately prior to such New Issue, or such record date, as the case may be, and provided further that in any such case in which additional shares of Common Stock are deemed to be issued:

(i) No further adjustment to the Conversion Rate shall be made upon the subsequent issue of shares of Common Stock upon the exercise, conversion or exchange of such options, rights or convertible securities;

(ii) If any options or rights by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Rate computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such options or rights;

(iii) Upon the expiration or termination of any unexercised option or right, the Conversion Rate shall not be readjusted, but the shares of Common Stock deemed issued as the result of the original issue of such option or right shall not be deemed issued for the purposes of any subsequent adjustment of the Conversion Rate; and

(iv) In the event of any change in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any option, right or convertible security, including, but not limited to, a change resulting from the anti-dilution provisions thereof, the Conversion Rate then in effect shall be readjusted to such Conversion Rate as would have obtained had the adjustment that was made upon the issuance of such option, right or convertible security not exercised or converted prior to such change been made upon the basis of such change, but no further adjustment shall be made for the actual issuance of Common Stock upon the exercise or conversion of any such option, right or convertible security.

(e) Determination of Consideration. For purposes of this Section D.5(e) of this Article IV, the consideration received by the Corporation upon any New Issue shall be computed as follows:

(i) Cash and Property.

(A) Cash shall be computed as the aggregate of cash received by the Corporation, excluding amounts paid or payable for accrued interest or accrued dividends;

(B) Property other than cash shall be computed as the fair market value thereof at the time of such issue, as determined in good faith by the Board; and

(C) If Common Stock is issued together with other shares or securities or other assets of the Corporation for consideration which covers both Common Stock and other securities or assets of the Corporation, such consideration shall be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board.

(ii) Options, Rights and Convertible Securities. The consideration per share received by the Corporation for additional shares of Common Stock deemed to have been issued pursuant to Section D.5(d) of this Article IV relating to options, rights and convertible securities, shall be determined by dividing:

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such options, rights or convertible securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such options, rights or the conversion or exchange of such convertible securities, by

(B) the maximum number of shares of Common Stock(as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise, conversion or exchange of such options, rights or convertible securities.

(f) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Series A Preferred Effective Date effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased and the Conversion Price then in effect immediately before the subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Series A Preferred Effective Date combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased, and the Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(g) Adjustment for Stock Dividends and Distributions. In the event the Corporation at any time, or from time to time after the Series A Preferred Effective Date shall make or issue, a dividend or other distribution payable in Common Stock, then and in each such event the Conversion Rate shall be increased as of the time of such issuance, by multiplying the Conversion Rate by a fraction:

(i) the numerator shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution; and

(ii) the denominator shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance.

Further, the Conversion Price shall be decreased as of the time of such issuance, by multiplying the Conversion Price by a fraction:

(iii) the numerator shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance; and

(iv) the denominator shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

(h) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section D.5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the Holders of the Series A Preferred Stock against impairment.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to this Section D.5, the Corporation at its sole expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each Holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based and shall file a copy of such certificate with its corporate records. The Corporation shall, upon the written request at any time of any Holder of Series A Preferred Stock, furnish or cause to be furnished to such Holder a similar certificate setting forth (1) such adjustments and readjustments and (2) the number of shares of Series A Common Stock which then would be received upon the conversion of Series A Preferred Stock. Despite such adjustment or readjustment, the form of each or all Series A Preferred Stock Certificates need not be changed in order for the adjustments or readjustments to be valid in accordance with the provisions of these Articles of Incorporation, which shall control.

(j) Notice of Record Date. In the event: (i) that the Corporation declares a dividend (or any other distribution) on its Common Stock payable in Common Stock or other securities of the Corporation; (ii) that the Corporation subdivides or combines its outstanding shares of Common Stock; (iii) of any of the Common Stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock or a stock dividend or stock distribution thereon), or of any consolidation or merger of the Corporation into or with another corporation, or of the sale of all or substantially all of the assets of the Corporation; or (iv) of a Liquidating Event (as defined in Section D.6 of this Article IV below); then the Corporation shall cause to be filed at its principal office or at the office of the transfer agent of the Series A Preferred Stock, and shall cause to be mailed to the Holders of the Series A Preferred Stock at their last addresses as shown on the records of the Corporation or such transfer agent, at least ten (10) days prior to the record date specified in (i) below or twenty (20) days before the date specified in (ii) below, a notice stating:

(i) the record date of such dividend, distribution, subdivision or combination, or, if a record is not to be taken, the date as of which the Holders of Series A Preferred Stock of record to be entitled to such dividend, distribution, subdivision or combination are to be determined, or

(ii) the date on which such reclassification, consolidation, merger, sale, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that Holders of Series A Preferred Stock of record shall be entitled to exchange their shares of Series A Preferred Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, dissolution or winding up.

6. Liquidation, Dissolution or Winding Up.

(a) Liquidating Event. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (each, a "Liquidating Event"), each Holder of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution, before any payment shall be made to the owners of Common Stock by reason of their ownership thereof, an amount equal to the Issuance Price per share of Series A Preferred Stock plus any accrued but unpaid dividends (whether or not declared) for each share owned by the Holder. If upon any Liquidating Event the remaining assets of the Corporation available for distribution to its Holders and Series A Common Stockholders shall be insufficient to pay the Holders of Series A Preferred Stock the full amount to which they shall be entitled, the Holders of Series A Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) Method of Distribution. After the payment of all preferential amounts required to be paid to the Holders of the Series A Preferred Stock pursuant to the foregoing Section D.6(a) of this Article IV, all of the remaining assets and funds of the Corporation available for distribution shall be distributed ratably among the Holders of the Series A Preferred Stock and the owners of Common Stock, with each share of Series A Preferred Stock being deemed for such purpose to be equal to the number of shares of Series A Common Stock, including fractions of a share, into which such share of Series A Preferred Stock would be convertible immediately prior to the close of business on the business day fixed for such distribution.

(c) Merger; Sale of Assets or Reorganization, etc. Any merger, consolidation or any sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation will be treated a Liquidating Event. Notwithstanding the foregoing sentence, any merger, consolidation or sale, lease, transfer or other disposition of all or substantially all of the assets of the Corporation will not constitute a Liquidating Event if the company that is the acquirer or the purchaser, as applicable, is an entity in which the Holders and Series A Common Stockholders of the Corporation own a majority by voting power of the outstanding shares or other ownership interests of the acquiring entity or purchasing entity.

7. Matters Requiring Approval by Holder. Notwithstanding anything in this Section D of this Article IV to the contrary, so long as V2R Group, Inc., a Florida

corporation (together with its designee or assignee, the "Investor"), is a Holder or a Series A Common Stockholder, unless the Corporation receives the prior express written consent of Investor, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise:

(a) Liquidate, dissolve, sell all or substantially all of its assets, or wind up the affairs of the Corporation, or effect any Liquidating Event;

(b) Amend, alter or repeal any provision of the Amended and Restated Articles or Bylaws of the Corporation;

(c) Create, authorize or issue any equity security or a security convertible or exercisable into any equity security having rights, preferences or privileges senior to or on parity with the Series A Preferred Stock;

(d) Increase the authorized number of shares of Series A Preferred Stock;

(e) Purchase or redeem any Common Stock prior to the redemption of the Series A Preferred Stock;

(f) Pay any dividend on its Common Stock prior to the payment of dividends accrued or payable to Series A Preferred Stock;

(g) Create, authorize or issue any debt security if the creation, authorization and issuance of such debt security would cause the Corporation's aggregate indebtedness to exceed \$100,000; or

(h) Increase or decrease the size of the Board.

E. Power to Sell and Purchase Shares. Subject to the requirements of applicable law, the Corporation shall have the power to issue and sell all or any part of any shares of any class of stock herein or hereafter authorized to such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of another class, and as otherwise permitted by law. Subject to the requirements of applicable law, the Corporation shall have the power to purchase any shares of any class of stock herein or hereafter authorized from such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not less consideration could be paid upon the purchase of the same number of shares of another class, and as otherwise permitted by law.

ARTICLE V
SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE VI
DIRECTORS

A. Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

B. Composition of Board. The Corporation shall have a maximum of nine directors. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible. Except in case of death, resignation, disqualification, or removal (which may be made only for cause, including as provided in the Bylaws), each director of the Corporation shall serve for a term ending on the date of the third annual meeting of shareholders following the annual meeting after his or her appointment provided, however, that each initial director of the Corporation in Class I shall hold office until the first annual meeting of the shareholders after his or her appointment; each initial director of the Corporation in Class II shall hold office until the second annual meeting of shareholders after his or her appointment; and each initial director of the Corporation in Class III shall hold office until the third annual meeting of shareholders of the Corporation after his or her election.

C. No Personal Liability. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of the FBCA, as the same may be amended and supplemented from time to time (provided that any such amendment or supplement shall not adversely affect any right or protection of any person existing at the time of such amendment or supplement).

D. Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) who is or was a director or officer of the Corporation, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or

administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director or officer or arising out of his status as such director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

E. Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section D of this Article VI in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such director to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article VI, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

F. Severability. If this Article VI or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director of the Corporation to the fullest extent permitted by all portions of this Article VI that has not been invalidated and to the fullest extent permitted by law. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII
EXCLUSION OF APPLICATION OF SECTIONS 607.0901 and 607.0902
OF THE FLORIDA BUSINESS CORPORATION ACT

The Corporation elects not to be governed by Sections 607.0901 and 607.0902 of the FBCA.

ARTICLE VIII
AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer has executed these Third Amended and Restated Articles of Incorporation on this 31st day of January, 2010.

RED LAMBDA, INC.

By:


Bahram Yusefzadeh

Its: Chief Executive Officer