

P05000153804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

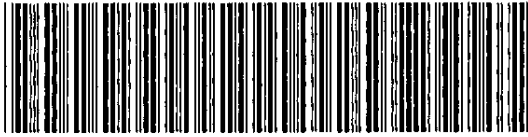
(Business Entity Name)

(Document Number)

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*Amended &  
Restated  
Articles*

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10 JUN 23 PM 12:05

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 JUN 23 PM 12:15

FILED

*ADP  
6/23/10*

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 6/23/10

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 (direct)  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2010 JUN 23 AM 11:03  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

Corporation Name: Red Lambda, Inc.

Entity Number (if applicable): POS000153804

Authorization: Kim Pullen

Fourth  
Amd -  
restated  
Articles  
 Certified Copy

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> New Filings     | <input type="checkbox"/> Plain Stamped Copy    | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> Amendments | <input type="checkbox"/> Annual Report         |
|  |  | <input type="checkbox"/> Registration          |

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait                  | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                   |   |   |

CF Internal Use Only  
Client: 55480 Matter: 48683  
Name: S. Hammock Office: ATL

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Fourth and restated articles  
Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

( ) Mail Out

CF Internal Use Only

Client: 55480 Matter: 48683

Name: S. Hammock Office: ATL

**FILED**

**FOURTH AMENDED AND RESTATED** 10 JUN 23 PM 12:15

**ARTICLES OF INCORPORATION OF** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RED LAMBDA, INC.**

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 initially filed with the Florida Secretary of State on November 17, 2005, have been previously amended and restated by virtue of filings made on August 22, 2006, October 9, 2006 and February 9, 2010, and have been previously amended by virtue of a filing made on May 13, 2010.
3. Upon the filing of these Fourth Amended and Restated Articles of Incorporation, the authorized capital stock of the Corporation shall be amended to consist of 525,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 20,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"), and each share of the Corporation's Series A Common Stock, par value \$0.0001 per share, the Corporation's Series B Common Stock, par value \$0.0001 per share, and the Corporation's Series A Preferred Stock, par value \$0.0001 per share (collectively, the "Old Stock"), shall automatically be reclassified and converted into one (1) share of Common Stock, in each case with respect to all shares issued and outstanding or held in treasury immediately prior to the filing hereof. Each certificate representing shares of Old Stock shall thereafter represent the number of shares of Common Stock into which the shares of Old Stock represented by such certificate were reclassified and converted hereby. There shall be no fractional shares issued. The Corporation shall round any fractional share to which a holder is entitled (aggregating all holdings of a holder for purposes of such determination) up to the next whole share.
4. The Board of Directors approved these Fourth Amended and Restated Articles of Incorporation and recommended the same to the shareholders by unanimous written consent dated as of June 18, 2010 pursuant to Section 607.0821 of the FBCA and the Corporation's Bylaws. These Fourth Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders by written consent on June 18, 2010, pursuant to Sections 607.0704, 607.1003 and 607.1004 of the FBCA. The number of shares consenting to these Fourth Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.

5. The Fourth 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 Fourth 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 Florida Business Corporation Act (the "Act" or "FBCA") and the existence of the Corporation shall be perpetual.

**ARTICLE IV**  
**CAPITAL STOCK**

A. Authorized Capital Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 525,000,000 shares of Common Stock, par value \$0.0001 per share ("Common Stock") and 20,000,000 shares of Preferred Stock, par value \$0.0001 per share ("Preferred Stock").

B. Reclassification of Old Capital Stock. Upon filing of these Fourth Amended and Restated Articles of Incorporation, each share of the Corporation's Series A Common Stock, par value \$0.0001 per share, each share of the Corporation's Series B Common Stock, par value \$0.0001 per share, and each share of the Corporation's Series A Preferred Stock, par value \$0.0001 per share (collectively, the "Old Stock"), shall automatically be reclassified and converted into one (1) share of Common Stock, in each case with respect to all shares issued and outstanding or held in treasury immediately prior to the filing hereof (collectively, the "Reclassification"). Each certificate representing shares of Old Stock shall thereafter represent the number of shares of Common Stock into which the shares of Old Stock represented by such certificate were reclassified and converted hereby. There shall be no fractional shares issued. The

Corporation shall round any fractional share to which a holder is entitled (aggregating all holdings of a holder for purposes of such determination) up to the next whole share.

C. Surrender of Certificates for Old Stock. Following the occurrence of the Reclassification, each holder of shares of Old Stock shall either (1) surrender each certificate evidencing any such shares at the office of the Corporation or (2) notify the Corporation that such certificate has been lost, stolen or destroyed and execute an agreement and, upon request, post a bond, in each case satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with the reissuance of such lost, stolen or destroyed certificate. The Corporation shall thereupon issue and deliver to such holder a certificate or certificates, in the name shown on such certificate evidencing Old Stock, for the number of whole shares of Common Stock into which the shares of Old Stock evidenced by the surrendered (or lost, stolen or destroyed) certificate have been reclassified, dated as of the date on which the Reclassification became effective. The Corporation shall not issue fractional shares in connection with the Reclassification but shall round any fractional share to which a holder is entitled (aggregating all holdings of a holder for purposes of such determination) up to the next whole number of shares. The Corporation shall not be obligated to issue any certificate evidencing shares of Common Stock in connection with the Reclassification except in accordance with this Section C of this Article IV.

D. Common Stock. Subject to the rights, powers, preferences and privileges of the holders of any Preferred Stock pursuant to any Preferred Stock Designation (as defined below), the relative rights, preferences and limitations of the Common Stock are as follows:

- (i) Dividends. Holders of the Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors (the "Board") from time to time out of assets or funds of the Corporation legally available therefor.
- (ii) Voting. On each matter properly submitted to the Corporation's shareholders for a vote, each outstanding share of Common Stock shall entitle the holder thereof to one vote per share, whether in person or by proxy, for each share of Common Stock outstanding in such shareholder's name on the transfer books of the Corporation; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to these Articles of Incorporation (including any Preferred Stock Designation relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are entitled, either separately or together as a class with the holders of one or more other series, to vote thereon pursuant to these Articles of Incorporation (including any Preferred Stock Designation as defined below). The voting rights of the Common Stock are subject to the voting

rights of any Preferred Stock which may be established pursuant to a Preferred Stock Designation.

- (iii) Ranking. Subject to the rights of any Preferred Stock, 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 Pre-emptive 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.

E. Preferred Stock. In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board and subject to any limitations prescribed by law, to designate and issue up to 20,000,000 shares of 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 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.

F. 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 seven (7) 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 SECTION 607.0901 and APPLICATION OF SECTION 607.0902 OF THE FLORIDA BUSINESS CORPORATION ACT**

The Corporation elects not to be governed by Section 607.0901 of the FBCA. The Corporation shall be governed by Section 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; *provided, however*, that such authorization shall not divest the shareholders of the power or limit the power of the shareholders to adopt, amend, or repeal the bylaws of the Corporation. Notwithstanding the foregoing, the Bylaws of the Corporation may be

rescinded, altered, amended, or repealed in any respect by the affirmative vote of the holders of at least fifty percent (50%) of the outstanding voting power of the Corporation, voting together as a single class.

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned Chief Executive Officer has executed these Fourth Amended and Restated Articles of Incorporation in the name and on behalf of the Corporation on this 23<sup>rd</sup> day of June, 2010.

**Red Lambda, Inc.**

By: 

Bahram Yusefzadeh

Its: Chief Executive Officer