

Division of Corporations

F01000002750

Florida Department of State  
Division of Corporations  
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FOREIGN PROFIT QUALIFICATION

RED INK (DELAWARE) CO.

Certificate of Status	0
Certified Copy	1
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P.2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 22, 2001

ASTRID BUTTARI, LEGAL ASSISTANT

SUBJECT: RED INC CO.  
REF: W01000011486

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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FAX Aud. #: H01000067206  
Letter Number: 201A00031260

FAX AUDIT NO.: H01000067206

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
RED INK CO.**

The undersigned, being the sole Director of RED INK CO., a Delaware corporation ("Corporation"), hereby adopts the following acts and resolutions in lieu of a special meeting.

WHEREAS, the sole Director has determined that it would be in the best interests of the Corporation to register the Corporation in the State of Florida; and

WHEREAS, the Corporation's name is not available for use in the State of Florida and the sole Director desires to register the name Red Ink (Delaware) Co. instead.

It is, therefore:

**RESOLVED**, that the Corporation qualify to do business in Florida under the name Red Ink (Delaware) Co.; and it is further

**RESOLVED**, that the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application"), in the form submitted to the sole Director, a copy of which is attached hereto and made a part of this Written Consent, be and hereby is approved for filing with the Florida Department of State; and it is further

**RESOLVED**, that the Vice President of the Corporation be and hereby is authorized and directed to take any and all actions as may be necessary in order to carry out the purpose of the aforementioned resolutions, including the filing of the Application with the Florida Department of State; and it is further

**RESOLVED**, that all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of the foregoing recitals and resolution be and they hereby are approved, ratified and confirmed in all respects as the act and deed of the Corporation.

**DATED** the 17th day of May, 2001.

  
\_\_\_\_\_  
JEFFREY KIRSCH, Sole Director

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA


01 MAY 22 PM 12:51

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FAX AUDIT NO.: H01000067206

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RED INK CO.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE  
(State or country under the law of which it is incorporated)
3. 51-0407550  
(FEI number, if applicable)
3. December 3, 1993  
(Date of incorporation)
4. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
5. UPON FILING OF APPLICATION.  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
6. c/o Mr. Jeffrey Kirsch, V.P., 999 Brickell Avenue, Suite 700, Miami, Florida 33131  
(Principal office address)
- c/o Mr. Jeffrey Kirsch, V.P., 999 Brickell Avenue, Suite 700, Miami, Florida 33131  
(Current mailing address)
7. Any lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
8. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: JEFFREY KIRSCH  
Office Address: 999 Brickell Avenue, Suite 700  
Miami, Florida 33131  
(City) (Zip code)
9. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
  
JEFFREY KIRSCH
10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

MJ655437:1

FAX AUDIT NO.: H01000067206

11. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jeffrey Kirsch

Address: 999 Brickell Avenue, Suite 700  
Miami, Florida 33131

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: Jeffrey Kirsch

Address: 999 Brickell Avenue, Suite 700  
Miami, Florida 33131

Secretary: \_\_\_\_\_

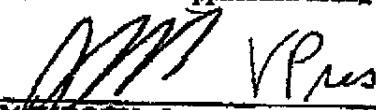
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

  
JEFFREY KIRSCH

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Jeffrey Kirsch, Vice President  
(Typed or printed name and capacity of person signing application)

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*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RED INK CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED  
01 MAY 22 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1120600

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DATE: 05-08-01