

P0000011279

Milledge & Iden FILED

ATTORNEYS AT LAW

00 NOV 29 PM 2: 04

Allan Milledge
Bruce Franklin Iden
Dana J. McElroy
Ilona Wiss

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Of Counsel:
Patricia Fields Anderson
Karen D. Turner

November 27, 2000

EFFECTIVE DATE
11/27/00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100003479761--2
-11/29/00-01050-003
*****78.75 *****78.75

Re: Red Lips, Inc.
Our File No.: Sugrue-1

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$78.75. Please file the above-referenced Articles and forward a certified copy of same to this office together with a Certificate of Incorporation.

Thank you very much for your attention to these matters.

Sincerely,

Bruce F. Iden

BFI/tdg
Encs.
cc: Joy Sugrue

bfi\sugrue\sec.state.ltr

12/4/00

ARTICLES OF INCORPORATION

OF

RED LIPS, INC.

FILED

00 NOV 29 PM 2: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

EFFECTIVE DATE
11/27/00

The name of the corporation is:

RED LIPS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- (a) To engage in any activities or business permitted under the laws of the United States and Florida.
- (b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness, as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, subscriptions, warrants, rights, blinds, debentures, notes, trust receipts and other

securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, to provide Trustee services and to transact any or all lawful business, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock at \$1.00 par value

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors, at a meeting called for such purpose.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

DURATION OF AND TIME OF

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation is to exist perpetually. The corporate existence shall commence in the date of execution and acknowledgment of these Articles.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation at that address is:

BRUCE F. IDEN

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased from time to time, in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even if though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act if this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the

corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII **INITIAL DIRECTORS**

The name(s) and address(es) of the member(s) of the first Board of Directors (is)are:

JOY SUGRUE
217 S. Ocean Blvd.
Manalapan, Florida 33462

ARTICLE IX **INCORPORATOR**

The name and address of the person signing these Articles is:

Bruce F. Iden
2100 Ponce de Leon Blvd.
Suite 600
Miami, Florida 33134

ARTICLE X **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

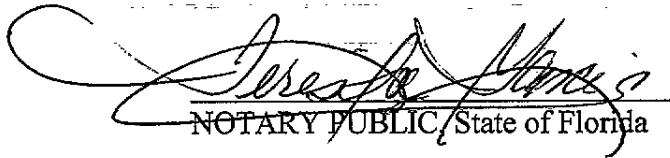
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of November, 2000.



Bruce F. Iden, Subscriber

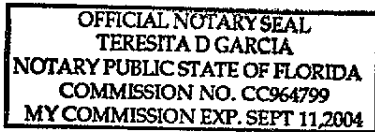
STATE OF FLORIDA :
: SS
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 27 day of November, 2000 by _____
Bruce F. Iden, who is personally known to me and who did not take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:

Teresita D. Garcia
(print name)



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

FILED
00 NOV 29 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

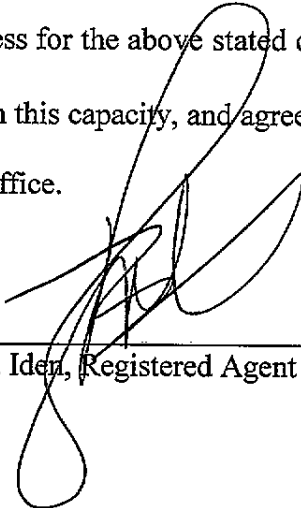
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

First -- That RED LIPS, INC. desiring to organize under the laws of the State of Florida with
its principal office at: 217 S. Ocean Blvd., Manalapan, Florida 33462;

Second -- That RED LIPS, INC. has named Bruce F. Iden, located at 2100 Ponce de Leon
Blvd., Suite 600, City of Miami, County of Dade, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



Bruce F. Iden, Registered Agent