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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**RED ALL OVER PUBLISHING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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## ARTICLES OF INCORPORATION

⑥

OF

RED ALL OVER PUBLISHING, INC.

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

## ARTICLE ONE-NAME

The name of this corporation is RED ALL OVER PUBLISHING, INC.

## ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

## ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all

## Prepared By:

Fred Hochsztein, Esq.  
FRED HOCHSZTEIN, P.A.  
1940 Harrison Street, Suite 300  
Hollywood, Florida 33020  
(954) 922-4679

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other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do

#### ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.01 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 1940 Harrison Street, Suite 300, Hollywood, Florida 33020. The Registered Agent shall be Fred Hochsztein, Esquire whose address is 1940 Harrison Street, Suite 300, Hollywood Florida 33020.

#### ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

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Meredith A. Brown	1940 Harrison Street Hollywood, Florida 33021
Janet Brown	1940 Harrison Street Hollywood, Florida 33021
Michael S. Brown	1940 Harrison Street Hollywood, Florida 33020

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

Fred Hochsztein, Esq.	1940 Harrison Street, Suite 300 Miami, Florida 33020
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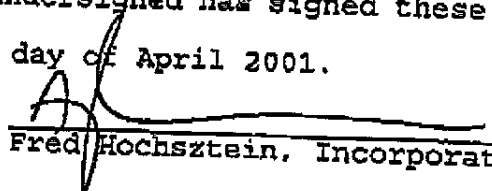
ARTICLE EIGHT - INITIAL OFFICERS

Meredith A. Brown	President
Janet Brown	Secretary
Michael S. Brown	Treasurer

ARTICLE NINE - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of April 2001.

  
Fred Hochsztein, Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, personally appeared FRED HOCHSZTEIN, well known to me to be the person described herein and who executed the foregoing

Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of April 2001

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA



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

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

That Red All Over Publishing, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, and the State of Florida, has named, FRED HOCHSZTEIN, ESQ., 1940 Harrison Street, Suite 300, Hollywood, Florida 33020 as its agent to accept service of process within its State.

  
INCORPORATOR

DATED: 4-20-01

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**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 office.

  
RESIDENT AGENT

DATED: 4/20/01

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