

P01000095870

September 26, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT - 1 PM 12:36

RE: Articles of Incorporation of:  
REDLINE ENTERTAINMENT GROUP, INC.

Dear Sir/Madam:

Enclosed please find ONE(1) ORIGINAL Articles of Incorporation of REDLINE ENTERTAINMENT GROUP, INC., along with a check in the amount of \$ 87.50 to cover the cost of:

☒ Filing Fee  
☒ Filing Fee & Certificate Of Status  
☐ Filing Fee & Certified Copy  
☐ Filing Fee, Certificate Of Status & Certified Copy

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

300004617783-5  
-10/01/01--01042--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

J. Spann

JS/jmf

Enclosures: as stated

*no address  
on cover letter.*

**ARTICLES OF INCORPORATION**

**OF**

**REDLINE ENTERTAINMENT GROUP, INC.**

The undersigned incorporator(s), in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

**ARTICLE I**

The name of the corporation shall be:

**REDLINE ENTERTAINMENT GROUP, INC.**

**ARTICLE II**

The purpose for which the corporation is organized is to:

- a) To engage in any business the corporation deems appropriate.
- b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- c) To contract debts and borrow money, to issue and sell or  
pledge bonds, debentures, notes and other evidences of indebtedness as required.

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d) To purchase the corporate assets of any other corporation and engage in the same of other type of business.

e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by an state of government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contract of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) To purchase, hold and reissue any of the shares of its capital stock.

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things,

incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

i) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

### ARTICLE III

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock that the corporation shall have the authority to issue is FIFTEEN HUNDRED (1500) Shares. The shares will have \$1.00 par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

### ARTICLE IV

The amount of capital with which this corporation will commence business is not less than TEN DOLLARS (\$10.00).

### ARTICLE V

Holders of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it may be offered to others.

### ARTICLE VI

The number of directors constituting the initial board of directors is THREE (3), and the name and addresses of the persons who are to serve as initial directors are:

Names

**Emmanuel Louis**  
BUSINESS MANAGER

**Angel Diaz**  
PRESIDENT/CEO

**Derrick McDonald**  
VICE PRESIDENT

Addresses

907 NE 199<sup>th</sup> Street, #205  
Miami, Florida 33179

730 SW 71 Terrace  
Pembroke Pines, Florida 33023

18840 NW 57<sup>th</sup> Avenue, #105  
Miami, Florida 33015

ARTICLE VII

The names and addresses of the incorporator(s) of this corporation are: ---

LOUKIN INTERNATIONAL ENTERPRISES, INC.  
C/O EMMANUEL LOUIS  
907 NE 199<sup>th</sup> STREET, #205  
Miami, Florida 33179

ARTICLE VIII

The address of the corporation's registered office is:

907 NE 199<sup>th</sup> STREET, #205  
Miami, Florida 33179

The name of the corporation's initial Registered Agent at such address is:

**Emmanuel Louis**

The initial Principal office of the corporation shall be:

907 NE 199<sup>th</sup> STREET, #205  
Miami, Florida 33179

ARTICLE IX

This corporation is to exist perpetually.

ARTICLE X

These Articles of Incorporation may be amended in the manner

provided by law. Every amendment shall be approved by the Board of Directors, proposed by same to the stockholders and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts of omission or commission committed on behalf of the corporation, unless they reflect criminal intent or gross negligence.

#### ARTICLE XII

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors

at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors

or a committee thereof which authorizes or ratifies the contractor transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate on this 22nd day of September, 2001.

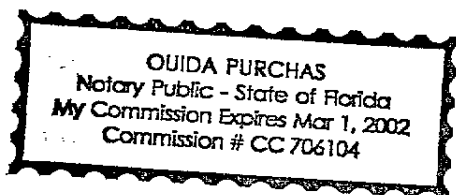
  
Emmanuel Louis

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

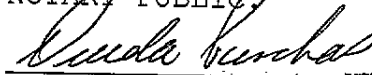
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TALLAHASSEE, FLORIDA  
01 OCT - 1 PM '01

Sworn to and subscribed before me on 9/22,  
by **Emmanuel Louis** as **Chairman** of **REDLINE ENTERTAINMENT GROUP, INC.**, a Florida Corporation.  
Personally known ☒ or produced identification \_\_\_\_\_  
type of identification produced \_\_\_\_\_



NOTARY PUBLIC:



COMMISSION EXPIRES: (SEAL) 3/1/2002

Having been named to accept service of process for the above named corporation, at place designated in this state certificate, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
EMMANUEL LOUIS