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Florida Department of State
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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.

design red, inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DESIGN RED, INC.

ARTICLE I - NAME

The name of this corporation, formed under the provisions of chapter 607, Florida Statutes, is: Design Red, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is:

2555 Collins Avenue, Suite 808
Miami Beach, Florida 33140

ARTICLE III - MAILING ADDRESS

The mailing address of this corporation is:

2555 Collins Avenue, Suite 808
Miami Beach, Florida 33140

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any lawful act that may be undertaken by a corporation under chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

2555 Collins Avenue, Suite 808
Miami Beach, Florida 33140

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

Alejandro Blanco

ARTICLE VII - COMMENCEMENT

The existence of this corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Alejandro Blanco	2555 Collins Avenue, Suite 808 Miami Beach, Florida 33140

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Joseph A. Porrello	550 Brickell Avenue Penthouse 2 Miami, Florida 33131.

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ARTICLE X - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 6 day of November, 2002.


Joseph A. Porrello, Incorporator

IN WITNESS WHEREOF, the undersigned has accepted her appointment as the registered agent of this corporation as of the 6 day of November, 2002.


Alejandro Blanco, Registered Agent

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