

Division of Corporations

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P03000068828

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

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DIVISION OF CORPORATIONS
03 JUN 20 PM 4: 02

FLORIDA PROFIT CORPORATION OR P.A.**Fred Is Red, Inc.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 20, 2003

SHUMAKER, LOOP & KENDRICK

SUBJECT: FRED IS RED, INC.
REF: W03000017699

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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H03000217548
Letter Number: 403A00037950

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**ARTICLES OF INCORPORATION OF
FRED IS RED, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is Fred Is Red, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address is 1230 South Myrtle Avenue, #401, Clearwater, Florida 33756.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn, III	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

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ARTICLE VI
INCORPORATOR

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

Name

Address

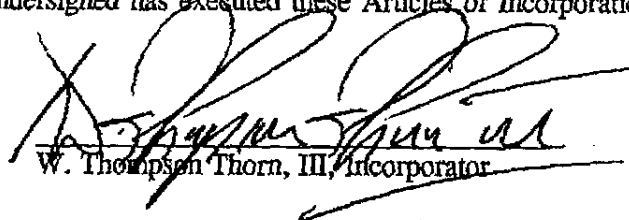
W. Thompson Thorn, III

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of June, 2003.


W. Thompson Thorn, III, Incorporator

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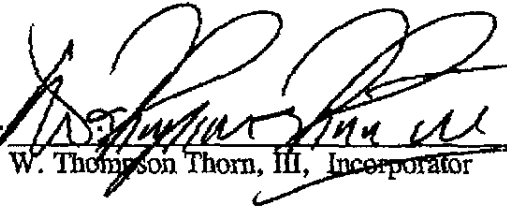
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Fred Is Red, Inc.
2. The name and address of the registered agent and registered office are:

W. Thompson Thorn, III
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 

TITLE: W. Thompson Thorn, III, Incorporator

DATE: June 19, 2003

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

W. Thompson Thorn, III, Registered Agent

DATE: June 19, 2003

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