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Florida Department of State
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To:

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

From:

Account Name : EZ ACCOUNTING & TAX SERVICE, INC.
Account Number : I19980000019
Phone : (954)785-3855
Fax Number : (954)785-2564

FLORIDA PROFIT CORPORATION OR P.A.

RED HILL SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8-13-03
[Signature]

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ARTICLES OF INCORPORATION
OF
RED HILL SYSTEMS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND
FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

RED HILL SYSTEMS, INC.

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS
CORPORATION SHALL BE: 6306 SW 191ST AVE, FORT LAUDERDALE, FL 33332.

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING
WITH THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS COR-
PORATION SHALL BE:

(1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS
AND PROFESSIONS.

(2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE
BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EX-
ECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER
INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY
BE REQUIRED.

(3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND
ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

(4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND

AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 1,000,000 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

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ARTICLE VII

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS:

OLIVER McDONALD 6306 SW 191ST AVE, FORT LAUDERDALE, FL 33332.

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSORS ARE CHOSEN ARE:

NAME AND ADDRESS
OLIVER McDONALD

OFFICE HELD
PRESIDENT

ADDRESS: 6306 SW 191ST AVE, FORT LAUDERDALE, FL 33332.

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 1540 NW 159TH AVE., PEMBROKE PINES, FL 33028.

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: OLIVER McDONALD.

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.


OLIVER McDONALD

ARTICLE X

THE NAMES AND ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS: MICHAEL KERLEW, 2213 E. ATLANTIC BLVD., POMPAHO BEACH, FL 33062.


MICHAEL KERLEW

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