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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

red sea development corp.

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ARTICLES OF INCORPORATION

OF

RED SEA DEVELOPMENT CORP.

The undersigned, acting as incorporator of a corporation pursuant to the corporate laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

RED SEA DEVELOPMENT CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3340 McDONALD STREET, MIAMI, FL 33147

ARTICLE III STATEMENT OF PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV DURATION OF CORPORATION

The corporation shall have perpetual existence unless dissolved according to Florida law.

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares of common stock, par value of \$1.00 per share

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Leonardo Starke, 3340 S.W. 32 Ave., Coconut Grove, FL 33133

ARTICLE VII INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

WORRELL TROUP 3340 McDonald Street, Miami, FL 33133

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The Corporation shall have five(5)director(s) initially. The number of Director(s) may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than three(3).

The names and addresses of the initial Board of Directors are:

- | | | |
|----|---------------|------------------------------------|
| 1. | WORRELL TROUP | 3340 McDonald St., Miami, FL 33133 |
| 2. | TWYMAN BENTLY | 3340 McDonald St., Miami, FL 33133 |
| 3. | JAMES JACKSON | 3340 McDonald St., Miami, FL 33133 |
| 4. | GEORGE ARNOLD | 3340 McDonald St., Miami, FL 33133 |
| 5. | ISAIAH BROCK | 3340 McDonald St., Miami, FL 33133 |


The undersigned has executed these Articles of Incorporation this 23 day of AUGUST 2004.

Worrell Troup
WORRELL TROUP Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

I do hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WORRELL TROUP, to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23 day of August, 2004.


Notary Public
State of Florida at Large

My Commission Expires:



LEONARDO D. STARKE (Seal)
MY COMMISSION # DO 108152
EXPIRES May 10 2008
Created With Budget Heavy Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT

OF

RED SEA DEVELOPMENT CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3340 S.W. 32 AVE., COCONUT GROVE, FL 33133 has named Leonardo D. Starke, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for RED SEA DEVELOPMENT CORP., 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 obligations of my position as registered agent.

Signature:

Leonardo D. Starke

Date:

8/23/04

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