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CORPORATION DIVISION  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

144

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September 28, 2007

Florida Department of State  
Division of Corporations  
Clifton Building  
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Tallahassee, Florida 32301

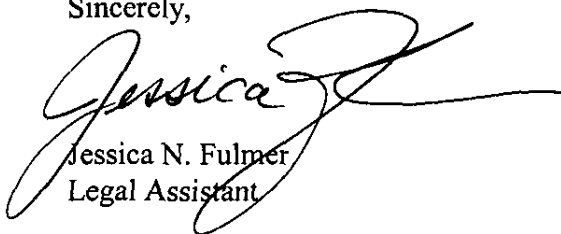
Re: Red Planet Media, Inc.  
Our File No. 7-49

Dear Madam or Sir:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of **Red Planet Media, Inc.** **PLEASE FILE THESE ARTICLES AND ISSUE A CERTIFIED COPY.** A check in the amount of \$78.75 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached, and call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

  
Jessica N. Fulmer  
Legal Assistant

Enclosures

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07 SEP 28 AM 11:18

**ARTICLES OF INCORPORATION**  
**OF**  
**RED PLANET MEDIA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of RED PLANET MEDIA, INC. a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is RED PLANET MEDIA, INC. The street address of the initial principal office of the Corporation shall be 56 East Pine Street, Suite 200, Orlando, FL 32801.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Michael E. Neukamm

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Dean Fresonke	56 East Pine Street, Suite 200 Orlando, FL 32801

**ARTICLE VIII – INITIAL OFFICERS**

The Corporation shall have one (1) officer initially. The number of officers may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name of the initial officers is as follows:

<u>Name</u>	<u>Office</u>
Dean Fresonke	President, Secretary, Treasurer

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	301 East Pine Street Suite 1400 Orlando, Florida 32801


**ARTICLE X – BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Michael E. Neukamm, Incorporator

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RED PLANET MEDIA, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm