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FLORIDA PROFIT/NON PROFIT CORPORATION  
RED MEASURE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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March 21, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SHUMAKER, LOOP & KENDRICK LLP

SUBJECT: RED MEASURE, INC.  
REF: W11000015958

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L09000080615--RED MEASURE LLC.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
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FAX Aud. #: H11000071986  
Letter Number: 611A00006790

**Red Measure LLC**  
1001 ½ S. Sterling Ave.  
Tampa, FL 33629

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March 22, 2011

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Consent to use name

Dear Sir/Madam:

Red Measure LLC, a limited liability company organized under the laws of Florida, has consented to the use of the name "Red Measure" by its affiliated company, Red Measure, Inc., a corporation yet to be formed. The undersigned will be a director and the controlling shareholder of the new corporation.

Very truly yours,

Red Measure LLC

By:

  
Randall J. Suarez, Managing Member

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TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION OF  
RED MEASURE, 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 "Red Measure, Inc."

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address of the Corporation are:

6522 Gunn Highway  
Tampa, Florida 33625

**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 1,000 shares of common stock, One Cent (\$0.01) 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:

Sara K. Flint  
6522 Gunn Highway  
Tampa, Florida 33625

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased

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from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

Randall Suarez  
949 Lorimer St., Apt. 2  
Brooklyn, New York 11222

Jack Suarez  
6522 Gunn Highway  
Tampa, Florida 33625

ARTICLE VII  
INCORPORATOR

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

Paul R. Lynch  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

ARTICLE VIII  
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 18th day of March, 2011.

  
Paul R. Lynch,  
Incorporator

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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 Red Measure, Inc.
2. The name and address of the registered agent and office are:

Sara K. Flint  
6522 Gunn Highway  
Tampa, Florida 33625

SIGNATURE

  
(Paul R. Lynch)

TITLE:

Incorporator

DATE:

March 18, 2011

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

  
(Sara K. Flint)

DATE

March 18, 2011

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