

P96000064085

CSC networks

ACCOUNT NO. 072100000032

REFERENCE : 037479 4303929

AUTHORIZATION :

COST LIMIT : \$10250

ORDER DATE : July 30, 1996

ORDER TIME : 3:54 PM

ORDER NO. : 037479

200001909082

CUSTOMER NO: 4303929

CUSTOMER: Mr. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ARVIS ACQUISITION CORPORATION

orig's will follow 7/31

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____

7-31-96

ARTICLES OF INCORPORATION
OF
ARVIS ACQUISITION CORPORATION

FILED
96 JUL 30 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ARVIS ACQUISITION CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Cesar L. Alvarez, 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2200, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Cesar L. Alvarez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

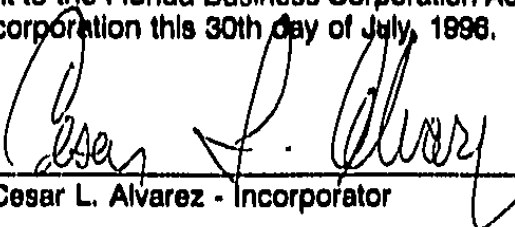
ARTICLE VII

The name of the Incorporator is Cesar L. Alvarez and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

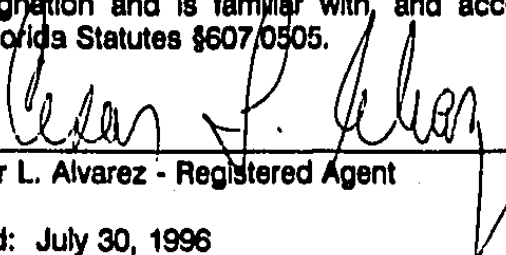
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30th day of July, 1996.


Cesar L. Alvarez - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ARVIS ACQUISITION CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Cesar L. Alvarez - Registered Agent
Dated: July 30, 1996

FILED
JUL 30 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
P96000064085



ACCOUNT NO. : 072100000032
REFERENCE : 063413 4303929
AUTHORIZATION : *Patricia Pizato*
COST LIMIT : \$ 87.50

ORDER DATE : August 23, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 063413

CUSTOMER NO: 4303929

400001980514

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: ARVIS ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 AUG 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG 23 AM 10:54
DIVISION OF CORPORATION

NC
ORC
8/23

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARVIS ACQUISITION CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is ARVIS ACQUISITION CORPORATION (the "Corporation"), Charter #P96000064085, filed on July 30, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on August 14, 1996, in the manner prescribed by Section 607.1003 of the Act:

ARTICLE I

The name of the Corporation is CODE RED INDUSTRIES, INC. (the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation has executed these Articles of Amendment to Articles of Incorporation Arvis Acquisition Corporation this 14 day of August, 1996.

ARVIS ACQUISITION CORPORATION,
a Florida corporation


Harry D. Schulman, Secretary

FILED
AUG 23 PM 1:01
1996
SECRETARY
ARVIS ACQUISITION CORPORATION