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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: R.E.D. BUSINESS & ASSOCIATES CORP.

AUDIT NUMBER.....H96000017682

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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BICHARA BOERSSALMAN

NO. 176

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PAGE 02

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ARTICLES OF INCORPORATION

OF

R.E.D. BUSINESS & ASSOCIATES CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: R.E.D. BUSINESS & ASSOCIATES CORP.

The principal place of business of this corporation shall be: 331 IVES DAIRY RD. # 8
N. MIAMI BEACH, FL 33179

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 SHARES AT \$ 1.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

EDWARD J. MARTINEZ
331 IVES DAIRY RD. # 8
N. MIAMI BEACH, FL 33179

DENISE MARTINEZ
331 IVES DAIRY RD. # 8
N. MIAMI BEACH, FL 33179

Prepared by: Edward J. Martinez
331 Ives Dairy Rd. # 8
N. Miami Beach, FL 33179
(305) 220-6835

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BICHARA & CEB & SALMAN M

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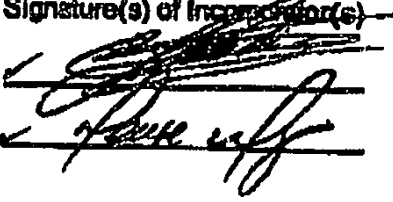
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

EDWARD J. MARTINEZ
331 IVES DAIRY RD. # 8
N. MIAMI BEACH, FL 33179

DENISE MARTINEZ
331 IVES DAIRY RD. # 8
N. MIAMI BEACH, FL 33179

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27 day of NOV., 1996.

Signature(s) of Incorporator(s)


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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 R.E.D. BUSINESS & ASSOCIATES CORP.

2. The name and address of the registered agent and office is:

EDWARD J. MARTINEZ
(P.O. BOX NOT ACCEPTABLE)

331 IVES DAIRY RD. #8 N. MIAMI BEACH FL 33179
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE 12/15/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE [Signature]

DATE 12/15/96

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