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ROBERT ARNOVE
5352 PINE TREE DRIVE
MIAMI BEACH, FL 33140

February 10, 1997

Secretary of State,
State of Florida,
Division of Corporations,
409 East Gaines Street,
Tallahassee, FL 32314

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Re: Red's Venture Corp.

Dear Sir or Madam:

I have enclosed the original (plus one copy) of the Articles of Incorporation for the referenced Florida corporation, together with the filing fee therefor. Please file these at your earliest convenience and return a certified copy to the undersigned in the enclosed self-addressed envelope.

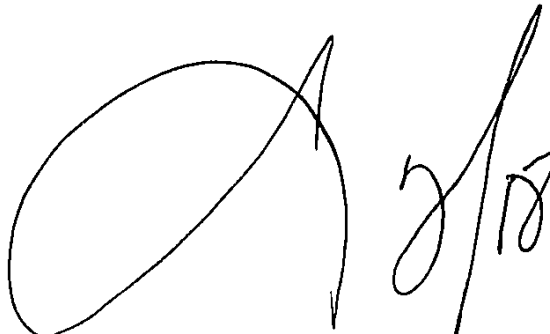
Thank you very much for your attention and assistance.

Very truly yours



Robert Arnové
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
RED'S VENTURE CORP.**

I, the undersigned, being of legal age and a natural person, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

Red's Venture Corp.

**ARTICLE II
CORPORATE AUTHORITY**

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE III
CAPITALIZATION**

The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of one class of common stock, at \$1.00 par value. The par value shall be payable:

- (a) in lawful money of the United States of America; or
- (b) in other property, tangible or intangible; or
- (c) in labor or services actually performed; or
- (d) in labor or services to be performed as evidenced by a written contract to or for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The shares of the Corporation may be increased or decreased at any time as provided by the laws of the State of Florida.

The holders of the shares shall be entitled to receive when, as and if declared by the Board of Directors out of funds legally available therefor, dividends payable in cash, shares or otherwise, as provided by Florida law.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation shall be distributed pro rata to the holders of all shares in accordance with their respective rights and interest.

Each share of this Corporation shall entitle the holder thereof to one vote upon each proposal presented at the lawful meetings of the Shareholders. No holder of shares of stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV **CORPORATE EXISTENCE**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V **PRINCIPAL OFFICE AND RESIDENT AGENT**

The initial principal office of this Corporation in the State of Florida shall be:

5352 Pine Tree Drive
Miami Beach, FL 33140

The registered agent shall be:

Robert Arnove
5352 Pine Tree Drive
Miami Beach, FL 33140

The Board of Directors may, from time to time, move the principal or registered office to any other address which it deems appropriate and in the best interest of the Corporation, either within or without the State of Florida.

ARTICLE VI **DIRECTORS**

This Corporation shall have at least one (1) director initially. The shareholders may, from time to time and at any time, raise or lower the number of directors of this Corporation by so providing in the Bylaws of the Corporation or by amending the Bylaws of the Corporation, provided that there shall always be at least one (1) director and said director need not be a citizen of the United States of America.

ARTICLE VII
INCORPORATOR

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

Robert Arnove
5352 Pine Tree Drive
Miami Beach, FL 33140

ARTICLE VIII
NO PREEMPTIVE RIGHTS

The shareholders shall have no preemptive rights. No holder of stock of any class of this Corporation (or any subscriber) shall be entitled as of right, merely because of the status as a shareholder, to purchase any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the following, including but not limited to, authorized capital stock of the Corporation, bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the Corporation; but any such unissued stock, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firm, corporation, entity, or association, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the shareholders then of record, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every shareholder.

ARTICLE IX
BYLAWS

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors.

ARTICLE X
MEETINGS

Any subscriber or shareholder present at any meeting of shareholders, either in person or by proxy, and any director in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless they shall make objections, on the record, at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be

deemed present at any meeting of such Board of Directors if a conference telephone or similar communication equipment is used as a means by which all persons participating in the meeting can reasonably communicate with each other.

ARTICLE XI

DIRECTOR LIABILITY

No director of this corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Nothing in this paragraph shall serve to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida General Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Act is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XII

DIRECTOR AND OFFICER INDEMNIFICATION

(a) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, (hereinafter a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (hereinafter an "Investigation"), by reason of the fact that such person is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) of the corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "Indemnatee"), whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Florida General Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only

to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) or the costs of reasonable settlement made with a view to curtailment of the cost of litigation reasonably incurred or suffered by such Indemnatee in connection therewith and such indemnification shall continue as to an Indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnatee's heirs, personal representatives, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnatee in connection with a proceeding (or part thereof) initiated by such Indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "Advancement of Expenses"); provided, however, that the Advancement of Expenses shall be made only upon delivery to the Corporation of a personal guarantee by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnatee is or was not entitled to be indemnified for such expenses under this Article or otherwise (hereinafter a "Guarantee").

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses in which case the applicable period shall be twenty (20) days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the Indemnatee shall also be entitled to be paid the expense of prosecuting or defending such suit. In

(1) any suit brought by the Indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnatee to enforce a right to an Advancement of Expenses) it shall be a defense that the Indemnatee has not met the applicable standard of conduct set forth in the Florida General Corporation Act; and

(2) in any suit by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee the Corporation shall be entitled to recover such expenses upon a final adjudication that the

Indemnatee has not met the applicable standard of conduct set forth in the Florida General Corporation Act.

Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of conduct set forth in the Florida General Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the Indemnatee has not met such applicable standard of conduct (or in the case of such a suit brought by the Indemnatee) shall be a defense to such suit. In any suit brought by the Indemnatee to enforce a right hereunder, or by the corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the burden of proving that the Indemnatee is not entitled to be indemnified or to such Advancement of Expenses under this Section or otherwise shall be on the Corporation.

(c) The rights to indemnification and to the Advancement of Expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida General Corporation Act.

(e) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and Advancement of Expenses of directors, and executive officers of the Corporation.

ARTICLE XIII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by the provisions of Florida Statutes §607.0901. A director or officer of the Corporation shall not be disqualified by virtue of their office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction

or contract of the Corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract. No director or officer shall be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm or entity of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that they, or any firm of which they are a member, or any corporation of which they are a shareholder, officer or director, is interested in such transaction or contract. Said interested officer or director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if they were not so interested. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE XIV
VACANCY ON THE BOARD OF DIRECTORS

Vacancies on the Board of Directors may only be filled by a vote of the then remaining directors, or if no directors are then remaining, by a vote of the majority of the shareholders.

I, THE UNDERSIGNED, being the Incorporator to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set my hand and seal this 10th day of February, 1997.



Robert Arrove, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

Red's Venture Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Robert Arnove as its agent to accept service of process within Florida.



Robert Arnove

Title: Incorporator

Date: February 10, 1997

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, 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.



Robert Arnove

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