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G. MICHAEL MACKENZIE

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Clearwater, Florida 33766

May 12, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002523173-- 6
-05/14/98--01043--011
*****122.50 *****122.50

Big RED TWO, INC.

Gentlemen:

Please find enclosed the original and a copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing the charter tax, filing fees for the articles of Incorporation and the appropriate sum for a certified copy of the Articles of Incorporation.

When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgement.

Your expedited handling and return is requested.

Thank you.

Yours very truly,

G. Michael Mackenzie / sm

G. MICHAEL MACKENZIE

Enclosure

GMM:sm

FILED
98 JUN 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature/initials]

98-6-10-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1998

G. MICHAEL MACKENZIE, ESQ.
P.O. BOX 14358
CLEARWATER, FL 33766

SUBJECT: RED TWO, INC.
Ref. Number: W98000011177

We have received your document for RED TWO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 598A00027339

ARTICLES OF INCORPORATION
OF
BIG RED TWO, INC.

FILED
98 JUN 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is **BIG RED TWO, INC..**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 2424 Curlew Road, Palm Harbor, Florida 34683 in Pinellas County, State of Florida. The registered agent at this address is DENNIS E. O'KEEFE.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is the acquisition and development of real property and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$1.00 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500.00 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME & ADDRESS

OFFICE

JERRY B. OLTMAN
2424 Curlew Rd.
Palm Harbor, FL 34683

President

DENNIS E. O'KEEFE
2424 Curlew Rd.
Palm Harbor, FL 34683

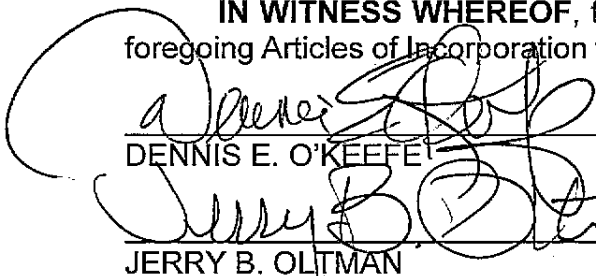
Vice President/Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME & ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
DENNIS E. O'KEEFE 2424 Curlew Rd. Palm Harbor, FL 34683	600	\$600.00
JERRY B. OLTMAN 2424 Curlew Rd. Palm Harbor, FL 34683	400	\$400.00

IN WITNESS WHEREOF, the undersigned have hereunto set their hands to the foregoing Articles of Incorporation for BIG RED TWO, INC., this 22nd day of May, 1998.


DENNIS E. O'KEEFE


JERRY B. OLTMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 22nd day of May, 1998, personally appeared DENNIS E. O'KEEFE and JERRY B. OLTMAN who are / are not personally known to me, or who presented Florida Drivers Licenses as identification.



KELLI J. SUITERS
COMMISSION # CC 703583
EXPIRES DEC 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Kelli J. Suiters
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, BIG RED TWO, INC.

Dennis E. O'Keefe
DENNIS E. O'KEEFE

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 22nd day of May, 1998, personally appeared DENNIS E. O'KEEFE, who is / is not personally known to me or who presented a Florida Drivers License as identification.



KELLI J. SUITERS
COMMISSION # CC 703583
EXPIRES DEC 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Kelli J. Suiters
NOTARY PUBLIC
My Commission Expires:

FILED
98 JUN 10 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA