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NAME: REDD FLAGG, INC.

AUDIT NUMBER.....H98000012682

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 9, 1998

EMPIRE

SUBJECT: REDD FLAGG, INC.  
REF: W98000015536

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**ARTICLES OF INCORPORATION**  
**REDD FLAGG, INC.**

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**ARTICLE I - NAME**

The name of this corporation is Redd Flagg, Inc. The corporation's principal place of business and mailing address shall be 2001 Medical Building, 2001 N.E. 48th Court, Suite 5, Ft. Lauderdale, Florida 33308.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - DURATION**

The corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this corporation is authorized to have outstanding at any time is fifty (50) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 76 South Laura Street, Suite 1702, Jacksonville, Florida 32202, and the initial registered agent of this corporation at such office shall be Joseph T. Kissane, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, and with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than six (6). The names and addresses of the directors constituting the initial Board of Directors are:

Name  
1. Barbara K. Valle

Address  
2001 Medical Building  
2001 N.E. 48th Court, Suite 5  
Fort Lauderdale, Florida 33308

Prepared by: Joseph Kissane, Esq.  
FL BAR NO. 512966  
(904) 359-9620  
76 S. LAURA ST.  
JACKSONVILLE, FL 32202

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**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Barbara K. Valle, 2001 N.E. 48th Court, Fort Lauderdale, Florida 33308.

Barbara K. Valle  
Barbara K. Valle

SWORN TO AND SUBSCRIBED before me this 8<sup>th</sup> day of July, 1998 by Joseph KISSANE to me personally known (or who produced as identification), and who did take an oath.

 DOLORES McILVAIN  
COMMISSION # CC 644900  
EXPIRES JUL 1, 2001  
BONDED BY  
ATLANTIC BONDING CO., INC.  
Notary Public, State of Florida

Type Name DOLORES McILVAIN

My Commission Expires:

7/1/2001

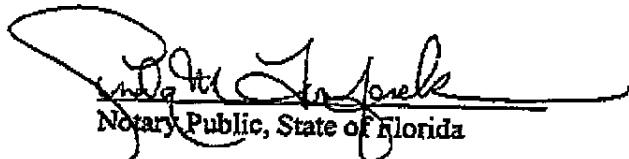
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Having been named to accept service of process for Redd Flagg, Inc., at the place designated in the Articles of Incorporation, I, Joseph T. Kissane agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: July 9, 1998
  
 Joseph T. Kissane

SWORN TO AND SUBSCRIBED before me this 9 day of July, 1998, by Joseph T. Kissane, to me personally known (or who produced as identification), and who did/did not take an oath.

  
 Notary Public, State of Florida
Type Name LINDA M. FONFEREK

My Commission Expires:



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