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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**REDSTONE RESOURCES ACQUISITION CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**REDSTONE RESOURCES ACQUISITION CORP.**

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation is:

**REDSTONE RESOURCES ACQUISITION CORP.**

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Florida 33134

**ARTICLE II**  
**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

**ARTICLE III**  
**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 443-8282 - telephone  
(305) 443-2176 - fax

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outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.001 par value.

**ARTICLE V**  
**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI**  
**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Robert D. Press	1100 Ponce de Leon Blvd. Coral Gables, FL 33134	1

**ARTICLE VII**  
**DIRECTORS**

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

<sup>2</sup>H98000024450

NAME

Robert D. Press

ADDRESS

1100 Ponce De Leon Boulevard  
Coral Gables, FL 33134

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ARTICLE IX  
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

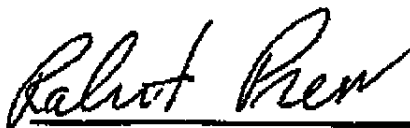
ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 29th day of December, 1998.



ROBERT D. PRESS

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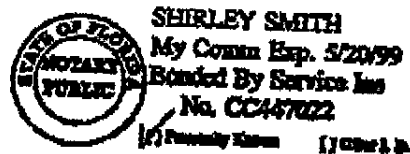
STATE OF FLORIDA )  
                          )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ROBERT D. PRESS, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 29th day of December, 1998.

  
\_\_\_\_\_  
Notary Public, State of  
Florida at Large

My Commission Expires:



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REDSTONE RESOURCES ACQUISITION CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST, THAT REDSTONE RESOURCES ACQUISITION CORP. IS DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA,  
HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD,  
CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

Signature: *Robert D. Press*

ROBERT D. PRESS

Title: SubscriberDate: December 29, 1998

Having been named to accept services 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.

Signature: *Maynard J. Hellman*

MAYNARD J. HELLMAN

(Registered Agent)

Date: December 29, 1998

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