

Gary S. Edinger

Attorney at Law

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P99000032805

April 5, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-04/06/99--01053--012

****122.50 *****78.75

RE: Incorporation of Red Hawk Digital, Inc.

Dear Sir or Madam:

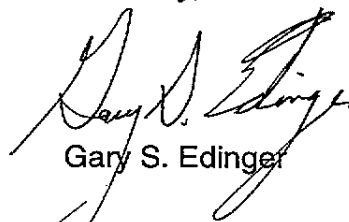
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
<hr/>	
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Gary S. Edinger

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Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -6 AM 8:08

APR 12 1999

ARTICLES OF INCORPORATION
OF
RED HAWK DIGITAL, INC.

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

ARTICLE I

Name

The name of this corporation is RED HAWK DIGITAL, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

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SECRETARY OF STATE
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ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE VI

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than two.

ARTICLE VIII

Initial Directors

The names of the initial directors of this Corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
ANDRIA Z. COOK	232 Orange Lane Hawthorne, FL 32640
ROBERT H. COOK, III	232 Orange Lane Hawthorne, FL 32640

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and are qualified, whichever first occurs.

ARTICLE IX

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE X

Incorporators

The names and street addresses of the persons signing these Articles are:

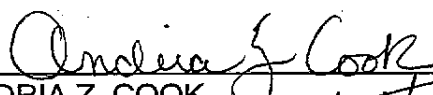

<u>Name</u>	<u>Address</u>
ANDRIA Z. COOK	232 Orange Lane Hawthorne, FL 32640
ROBERT H. COOK, III	232 Orange Lane Hawthorne, FL 32640

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by unanimous vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5th day of April, 1999.


ANDRIA Z. COOK

ROBERT H. COOK, III

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared ANDRIA Z. COOK and ROBERT H. COOK, III, who are personally known to me, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 5th day of April, 1999.




NOTARY PUBLIC, State of Florida
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That RED HAWK DIGITAL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

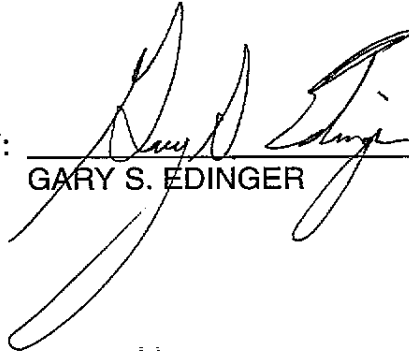
ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the

responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

GARY S. EDINGER

A handwritten signature in black ink, appearing to read "Gary S. Edinger", is written over a horizontal line. The signature is stylized with large, sweeping loops.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS