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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

red rooster communications, inc.

Certificate of Status	0
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RED ROOSTER COMMUNICATIONS, INC.**

**ARTICLE I**

The name of this corporation shall be RED ROOSTER COMMUNICATIONS, INC.

**ARTICLE II**

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III**

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized to transact, and to do such other things as are incidental, necessary or desirable in order to accomplish the same.

**ARTICLE IV**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a One Dollar (\$1.00) par value per share; each share having identical rights and privileges in every respect.

**ARTICLE V**

The street address of the Corporation's principal office and mailing address is: 9555 N. Kendall Drive, Suite 200, Miami, Florida 33176.

**ARTICLE VI**

The name and street address of the initial registered agent and office is: Yael Lora-Platt whose address is 9555 N. Kendall Drive, Suite 200, Miami, Florida 33176.

Prepared By:  
Gabriel M. Sanchez  
9555 N. Kendall Drive, Suite 200  
Miami, Florida 33176  
Tel.: 305-595-4661  
FBN: 369810

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**ARTICLE VII**

The management and exercise of corporate powers is to be carried on by the shareholders of this Corporation, who will appoint the directors and officers of the Corporation as designated. Yael Lora-Platt is the incorporator of this corporation.

**ARTICLE VIII**

The shareholders reserve the right to fix any compensation of an officer and/or agent named to carry on the business of the Corporation.

**ARTICLE IX**

The Corporation may indemnify and hold harmless any and all officer(s) to the full extent permitted by law.

**ARTICLE X**

The Corporation shall not have a Board of Directors as permitted by Section 607.0732 of the Florida Statutes.

Any action required or permitted to be taken by an officer or shareholders(s) under any provision of law shall bind the Corporation.

**ARTICLE XI**

The shareholders(s) of the Corporation shall adopt By-Laws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders(s) subject to the procedure set forth in the By-Laws.

**ARTICLE XII**

The shareholders(s) of the Corporation shall include in the By-Laws or enter into an agreement for, restrictions regarding the sale, transfer or other disposition of any of the outstanding or unissued stock of the Corporation by the shareholders(s).

**ARTICLE XV**

The shareholders(s) expressly reserve the right to dissent to any merger.

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ARTICLE XIV


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The name and address of the person signing the Articles of Incorporation is:

Yael Lora-Platt  
9555 N. Kendall Drive, Suite 200  
Miami, Florida 33176

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on August

19, 1999.

  
Yael Lora-Platt

STATE OF FLORIDA

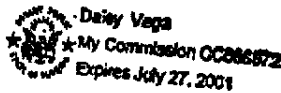
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Yael LORA-PLATT, who produced his Florida Driver's License No: 2614-97768-7450 as identification, and whom executed the foregoing Certificate of Incorporation of RED ROOSTER COMMUNICATIONS, INC., and they have acknowledged before me that they have executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on August 19, 1999.

  
Daisy Vega

Notary Public, State of Florida  
My Commission Expires:



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

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

That **RED ROOSTER COMMUNICATIONS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9555 N. Kendall Drive, Suite 200, Miami, Florida 33176 in Dade County, Florida, has named, Yael Lora-Platt located at 9555 North Kendall Drive, Suite #200, Miami, Florida 33176, as its Agent to accept service of process within Florida.

DATED: August 19, 1999.

RED ROOSTER COMMUNICATIONS, INC.

By: *Yael Lora-Platt*  
Yael Lora-Platt

Having been named to accept service 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.

DATED: August 19, 1999.

REGISTERED AGENT

By: *Yael Lora-Platt*

Yael Lora-Platt  
9555 North Kendall Drive, Suite #200  
Miami, Florida 33176  
Tel.: (305) 595-4661  
Fax: (305) 595-0198

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