

P99000074479

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000020903 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 AUG 20 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

red rooster communications, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

N. CULLIGAN AUG 20 1999

67

H99000020903
FILED
AUG 20 PM 1:02
DEPT. 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

H99000020903

H99000020903

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.

H99000020903

ARTICLE XIV

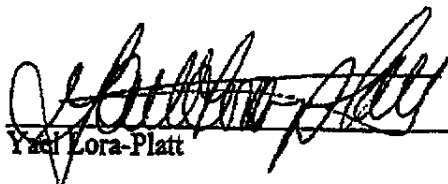
H99000020903

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:



H99000020903

H99000020903

**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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 20 PM 1:02

FILED

H99000020903