

Division of Corporations

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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 : KALKAS BUSINESS SERVICES  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Red's Tel, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION OF

RED'S TEL, INC.

\_\_\_\_\_  
(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

RED'S TEL, INC.

with the principal place of business located at:

540 74 Street, #15  
Miami Beach, FL 33141

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ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock of one dollar (\$1.00) par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

121 SE 1<sup>st</sup> Street, Suite 810  
Miami, FL 33131

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Roberto Pinheiro de Lima; President  
Oswaldo Martins, Director  
Vinicius Marcos de Moraes, Director

ARTICLE VI - INCORPORATORS

The name of and address of the persons signing this article is:

Roberto Pinheiro de Lima  
540 74<sup>th</sup> Street, #15  
Miami Beach, FL 33141

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

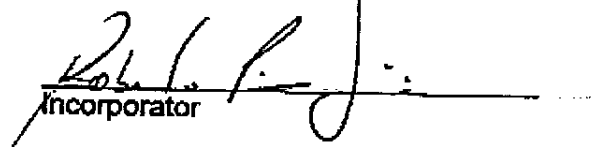
ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of October, 1999.

  
Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the RED'S TEL, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
121 SE 1<sup>st</sup> Street, Suite 810  
Miami, FL 33131

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as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

RED'S TEL, INC.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 13<sup>th</sup> day of October, 1999.

  
Registered Agent

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