

AUG. 11 2011 8:48AM

TRENAM KEMKER

NO. 2665 Page 1 of 1

7900095544

Florida Department of State  
Division of Corporations  
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.

((H11000201208 3)))



H110002012083ABCP

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) 617-6380

From: Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.  
Account Number : 076424003301  
Phone : (813) 223-7474  
Fax Number : (813) 227-0435

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
REDVECTOR.COM, INC.

DLH  
11-1682

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED

11 AUG 11 AM 8:00

SECRETARY OF  
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG 10 PM 12:29

Amended  
Restated  
8/11/11  
TC

((H11000201208 3)))

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
REDVECTOR.COM, INC.**

APPROVED FOR  
FILING  
11 AUG 10 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

**REDVECTOR.COM, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is RedVector.com, Inc. and its Document Number with the Florida Department of State is P99000095544.
2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida.
3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the Board of Directors and the sole stockholder, by a joint written consent, on August 9, 2011. The number of votes cast for approval of the Amended and Restated Articles of Incorporation by the sole stockholder of the Corporation was sufficient for approval.
4. These Articles of Amendment and Restatement of the Articles of Incorporation of RedVector.com, Inc. shall be effective upon filing hereof with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of RedVector.com, Inc. as of the 10th day of August, 2011.

**REDVECTOR.COM, INC.**

By: 

Thomas E. Wallace, Chief Executive Officer

((H11000201208 3)))

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
REDVECTOR.COM, INC.**

**ARTICLE 1**

**Name**

The name of this corporation shall be:

RedVector.com, Inc.

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

Two Urban Center, Suite 740  
4890 W. Kennedy Boulevard  
Tampa, Florida 33609

**ARTICLE 3**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE 4**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special

meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE 5

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE 6

### Registered Office and Registered Agent

The registered office of this corporation shall be located at 101 E. Kennedy Blvd., Ste. 2700 Tampa, Florida 33602 and the registered agent of this corporation at such office shall be TK Registered Agent, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE 7

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE 8****Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE 9****Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE 11****Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation on behalf of the corporation for the uses and purposes therein stated, this 10 day of August, 2011.

REDVECTOR.COM, INC.

By: 

Thomas E. Wallace, Chief Executive Officer

**REDVECTOR.COM, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, TK Registered Agent, Inc. having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

**DATED** this 10th day of August, 2011.

TK REGISTERED AGENT, INC.

By: 

Nelson T. Castellano