

L99000003443



ACCOUNT NO. : 072100000032

REFERENCE : 268042 4724636

AUTHORIZATION : -----

COST LIMIT : \$ PPD

ORDER DATE : June 9, 1999

ORDER TIME : 9:55 AM

ORDER NO. : 268042-005

CUSTOMER NO: 4724636

CUSTOMER: Larry B. Alexander, Esq
JONES FOSTER JOHNSTON & STUBBS
JONES FOSTER JOHNSTON & STUBBS
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

99 JUN -9 PM 14: 25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 JUN -9 AM 10: 41

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: RIVIERA HOLDINGS L.L.C.

EFFECTIVE DATE:

300002899143--5

-06/09/99--01026--005

****337.50 ****337.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability		PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Christine Lillich	
Updater	DCC	
Mediator	DCC	
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS: _____

~~Phone not available
(L99000001557)~~

~~mailing address~~

~~applicable
was not returned~~

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L99000003443



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 1999

CHRISTINE LILLICH
CSC
TALLAHASSEE, FL 32301

SUBJECT: RIVIERA HOLDINGS L.L.C.
Ref. Number: W99000013432

We have received your document for RIVIERA HOLDINGS L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 899A00031154



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 1999

CHRISTINE LILLICH
CSC
TALLAHASSEE, FL 32301

SUBJECT: RIVIERA HOLDINGS L.L.C.
Ref. Number: W99000013432

We have received your document for RIVIERA HOLDINGS L.L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

You failed to return the affidavit with your documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 299A00031604

ARTICLES OF ORGANIZATION

OF

FIRST RIVIERA HOLDINGS L.L.C.

A Florida Limited Liability Company

The undersigned hereby make, subscribe, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this limited liability company shall be FIRST RIVIERA HOLDINGS L.L.C.

ARTICLE II

Duration

The period of duration of this limited liability company shall be perpetual.

ARTICLE III

Initial Registered Office/Place of Business and Registered Agent

The initial Registered Office/Principal Place of Business and the mailing address of this limited liability company shall be 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401. The initial registered office and the mailing address of this limited liability company shall

be located at 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401, and the registered agent of this limited liability company at said address shall be Lester J. Woerner.

ARTICLE IV

Additional Members

Additional persons or entities may be admitted to the limited liability company as Members, and L.L.C. Interests may be issued to those additional members, upon the written consent of the holders of an aggregate of 60% or more of the L.L.C. Interests. "L.L.C. Interests" means an ownership interest in the L.L.C., as further defined in the Regulations of the L.L.C.

ARTICLE V

Continuation of Business

The L.L.C. shall be dissolved upon the occurrence of any of the following events: (a) the written consent of a 60% majority of the L.L.C. Interests; (b) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this limited liability company, unless the business of the L.L.C. is continued by consent of a 60% majority of the remaining L.L.C. Interests within ninety (90) days of the occurrence of that event.

ARTICLE VI

Management

This limited liability company shall be managed by a manager or managers and the name and address of the initial manager is:

Woerner Management, Inc.
505 South Flagler Drive
Suite 606
West Palm Beach, Florida 33401

ARTICLE VII

Amendment

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law.

ARTICLE VIII

Commencement

This limited liability company shall commence its existence on June 7, 1999, at 9:00 a.m. and these Articles of Organization shall be filed with the Department of State of the State of Florida, within five (5) business days after June 7, 1999.

ARTICLE IX

Regulations

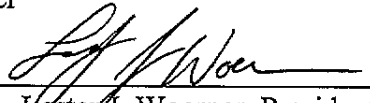
The Members of this limited liability company have adopted Regulations which contain provisions for the regulation and management of the affairs of this limited liability company and

which set forth the relationships of the Members to one another, and contain restrictions upon the transfer of the L.L.C. Interest of each Member in this limited liability company.

IN WITNESS WHEREOF, the undersigned Member of this limited company has executed these Articles of Organization on the date shown below.

MEMBER: LESTER J. WOERNER FAMILY LIMITED PARTNERSHIP

By: Lester J. Woerner, Inc., its General Partner

By: 
Lester J. Woerner, President

Date: June 7, 1999


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST RIVIERA HOLDINGS L.L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization at 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401, has named Lester J. Woerner, located at said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to company with the provisions of all statutes relative to the proper and complete performance of my duties.



Lester J. Woerner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION
TO
FIRST RIVIERA HOLDINGS L.L.C.**

The undersigned, Lester J. Woerner, President of Lester J. Woerner, Inc., the General Partner of Lester J. Woerner Family Limited Partnership, a Member of First Riviera Holdings L.L.C.

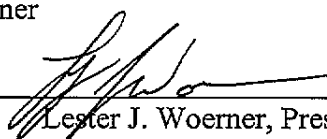
1. This Affidavit is to accompany the Articles of Organization of the above-described limited liability company
2. The limited liability company has at least one member.
3. The amount of cash contributed by the Members is \$10,000.00. No other property has been contributed by the Members.
4. The total amount of cash and property contributed and anticipated to be contributed by the Members is Ten Thousand Dollars (\$10,000.00).

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TALLAHASSEE, FLORIDA

Dated this 7th day of June, 1999.

LESTER J. WOERNER FAMILY LIMITED
PARTNERSHIP

By: Lester J. Woerner, Inc., its General
Partner

By: 
Lester J. Woerner, President

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)