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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**RIV Manager LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
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H07000136304 3

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. RIV Manager LLC  
(Name of foreign limited liability company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For  
(FEI number, if applicable)

4. May 14, 2007  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Acceptance  
(Date first transacted business in Florida: (See sections 608.501, 608.502, and 817.155, F.S.))

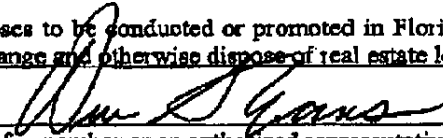
7. c/o Eola Capital LLC, One Independent Drive, Suite 1850  
Jacksonville, Florida 32202  
(Street address of principle office)

8. If limited liability company is a manger-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
VFG Holdings LLC  
c/o Eola Capital LLC  
One Independent Drive, Suite 1850  
Jacksonville, Florida 32202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acquire, hold, operate, manage, finance, develop, lease, sell, exchange and otherwise dispose of real estate located in Florida.

  
Signature of a member or an authorized representative of a member.  
(in accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

William G. Evans  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

H07000136304 3

H07000136304 3

**CERTIFICATE OF DESIGNATION OF REGISTER AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of Limited Liability Company is:

RIV Manager LLC

2. The name and the Florida street address of the registered agent and office are:

William G. Evans  
(Name)

c/o Eola Capital LLC, One Independent Drive, Suite 1850  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, FL 32202  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

*William G. Evans*  
(Signature)

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

H07000136304 3

H07000136304 3

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIV MANAGER LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIV MANAGER LLC" WAS FORMED ON THE FOURTEENTH DAY OF MAY, A.D. 2007.



4351608 8300

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*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State  
 AUTHENTICATION: 5679874

DATE: 05-16-07

H07000136304 3