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FLORIDA PROFIT CORPORATION OR P.A.

Riles & Company, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 1999

HOLLAND & KNIGHT

SUBJECT: RILES & COMPANY, INC.
REF: W99000027623

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

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OF

RILES & COMPANY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of RILES & COMPANY, INC. under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

The name and business address of this corporation are RILES & COMPANY, INC., 180 Arvida Parkway, Coral Gables, Florida 33156.

ARTICLE II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida.

ARTICLE III.

This corporation is authorized to issue only one class of shares to be designated Common Stock, par value \$.001 per share. The total number of shares of Common Stock which this corporation shall have the authority to issue shall be one thousand (1,000).

ARTICLE IV.

The name of the initial registered agent and the address of the initial registered office are Intrastate Registered Agent Corporation, 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE V.

The corporation elects not to be governed by Florida Statute Section 607.0902, as such may be amended from time to time, relating to control-share acquisitions.

ARTICLE VI.

The corporation elects not to be governed by Florida Statute Section 607.0901, as such may be amended from time to time, concerning affiliated transactions.

This instrument was prepared by:
Steven H. Hagen, Esq., Florida Bar No.: 310743
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131 Tel. (305) 374-8500
Fax (305) 789-7799

ARTICLE VII.

1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

2. Indemnification of Corporate Agents. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII.

The name and street address of the incorporators are Patrick J. Riley and Christine C. Riley, 180 Arvida Parkway, Coral Gables, Florida 33156.

The undersigned incorporators for the purpose of forming a corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2 day of Dec., 1999.


Patrick J. Riley, Incorporator


Christine C. Riley, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That RILES & COMPANY, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of December, 1999.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Steven H. Hagen, Vice President

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