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**FLORIDA PROFIT/NON PROFIT CORPORATION
RIVA BAY CORPORATION**

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ARTICLES OF INCORPORATION
OF
RIVA BAY CORPORATION

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The undersigned incorporator to these Articles of Incorporation, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the Corporation shall be: RIVA BAY CORPORATION.
The Principal place of Business shall be located at 232 Andalusia Avenue, Suite 202, Coral Gables, Florida 33134.

ARTICLE TWO
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE THREE
PURPOSE

The Corporation is organized for the purpose of conducting any and all business investments in the United States of America

ARTICLE FOUR
SHARES

The number of shares that this Corporation is authorized to issue is 1000 shares.

ARTICLE FIVE
DIRECTORSHIPS

The qualifications for Directors and the method of their election shall be regulated by the Bylaws of the Corporation.

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ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

* The name and street address of the registered agent of the corporation is:

NCG MANAGEMENT, LLC
232 ANDALUSIA AVENUE,
SUITE 202
CORAL GABLES, FLORIDA 33134

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE EIGHT
OFFICERS

The names, addresses and positions of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: FRANCISCO FREIRE
232 ANDALUSIA AVENUE,
SUITE 202,
CORAL GABLES, FLORIDA 33134

Secretary: LUIS P PATINO
232 ANDALUSIA AVENUE,
SUITE 202,
CORAL GABLES, FLORIDA 33134

ARTICLE NINE
INCORPORATOR

The name and address of the incorporator is

NCG MANAGEMENT, LLC
232 ANDALUSIA AVENUE,
SUITE 202
CORAL GABLES, FLORIDA 33134

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ARTICLE TEN
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

ARTICLE ELEVEN
INDEMNIFICATION

The corporation shall indemnify each Officer and Director including former Officers and Directors, to the fully extent permitted by the laws of the State of Florida.

ARTICLE TWELVE
COMMENCEMENT OF THE CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

The undersigned Incorporator has executed these Articles of Incorporation this 12 day of February, 2014.

NCG MANAGEMENT, LLC
By: GALEGO LAW GROUP, P.A..
As it's MANAGING MEMBER

BY:



NORA GALEGO, PRESIDENT

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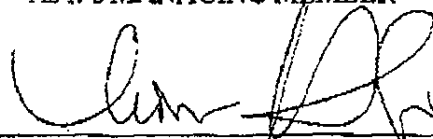
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE

Having been named as Registered Agent and to accept service of process for the above
stated Corporation at the place business designated herein, I hereby accept the
appointment as Registered Agent and agree to act in the capacity. I further agree to
comply with the provisions of all statutes related to the proper and complete performance
of my duties and I am familiar with and accept the obligations of my position as
Registered Agent.

NCG MANAGEMENT, LLC
By: GALEGO LAW GROUP, P.A..
As it's MANAGING MEMBER

BY:



NORA GALEGO, PRESIDENT

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