

JAN-26-06 THU 11:03 AM

FAX NO.

P. 01

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

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.

((H06000022550 3)))

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)205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
Fax Number : (407)839-4264

FLORIDA/FOREIGN LIMITED LIABILITY CO

River GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN JAN 27 2006

FILED
2006 JAN 26 AM 10:32
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RIVER GP, LLC**

The undersigned, acting as the organizer of River GP, LLC under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is River GP, LLC (the "Company").

ARTICLE II - Address:

The mailing and street address of the Company is 11155 Roseland Road, Unit 10, Sebastian, Florida 32958.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Durga Das Hutner, and the street address of the Company's initial registered office is 11155 Roseland Road, Unit 10, Sebastian, Florida 32958.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

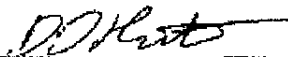
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 19 day of January, 2006.

MANAGER:

By: 
Durga Das Hutner

FILED
2006 JAN 26 AM 10:32
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is RIVER GP, LLC.
2. The name and address of the registered agent and office is:

Durga Das Hutner
11155 Roseland Road
Unit 10
Sebastian, Florida 32958

Having been designated as the Registered Agent for River GP, LLC, the undersigned
hereby accepts the designation and agrees to act as the Registered Agent of said limited
liability company, and states that it is familiar with and accepts its statutory obligations as
such, including those obligations contained in Chapter 608, Florida Statutes.

By: 
Durga Das Hutner

Dated this 19 day of January, 2006.

FILED
2006 JAN 26 AM 10:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA