

3/25/96

FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA
409 E. ST. GAIL STREET FRI. LAND DALE, FL 33194-0000
TALLAHASSEE, FL 32304 CONTACT: HERRI CRENDS
FAX: (904) 922-4000 PHONE: (905) 523-4626
FAX: (305) 523-5306

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: NEW RIVER ENTERPRISES, L.C.

FAX AUDIT NUMBER: H96000004235

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** ENTER 'M' FOR MENU. **

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96 MAR 26 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to file - to file
NA

3/26



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 25, 1996

GOLDENBERG & GOLDENBERG

FT. LAUDERDALE, FL 33394

SUBJECT: NEW RIVER ENTERPRISES, L.C.
REF: W9600000640A

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004235
Letter Number: 296A00013598

03/25/98 10:34

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**ARTICLES OF ORGANIZATION
OF
RIVER BEND DEVELOPMENT, L.C.**

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96 MAR 26 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member(s) desiring to form a limited liability company under Chapter 608, Florida Statutes, state(s):

ARTICLE I.

NAME

The name of this limited liability company shall be RIVER BEND DEVELOPMENT, L.C.

ARTICLE II.

NATURE OF BUSINESS

The limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

TERM OF EXISTENCE

The duration of the limited liability company shall commence, effective March 26, 1996 and shall terminate thirty (30) years from the effective date.

ARTICLE IV.

ADDRESS

The initial street address of the registered office of this limited liability company in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the limited liability company shall be: Suite 2626, One Financial Plaza, Fort Lauderdale, FL 33394.

ARTICLE V.

REGISTERED AGENT

The Registered Agent of this limited liability company shall be **WORLDWIDE CORPORATE SERVICES, INC.**

Having been named as Registered Agent, we do hereby acknowledge that we are familiar with the duties and responsibilities of a registered agent and accept the obligations of the position of registered agent.

Accepted: March 26, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN E. GOLDBERG, President

ARTICLE VI.

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is cash in the amount of \$500.

ARTICLE VII.

ADDITIONAL CONTRIBUTIONS

The members have agreed to contribute an additional \$250,000 within sixty days after the date of its organization and an additional \$250,000 within nine months after the date of its organization.

ARTICLE VIII.

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon such terms and conditions as they may determine.

ARTICLE IX.

CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE X.

MANAGEMENT

The management of the limited liability company is reserved to the members, whose names and addresses are as follows:

STEPHEN F. GOLDENBERG
Suite 2626, One Financial Plaza
Fort Lauderdale, FL 33394

RICHARD M. GOLDENBERG
264 Kent Drive
East Greenwich, R.I. 02818

ARTICLE XI.

INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on March 26, 1996.

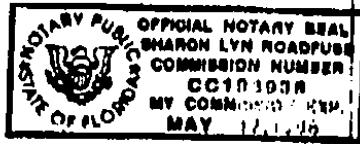

STEPHEN F. GOLDENBERG

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96 MAR 26 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
 COUNTY OF BROWARD) SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **STEPHEN F. GOLDENBERG** known to me or who has produced _____ (type of identification) as identification who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on March 26, 1996.



[Signature]
 Signature of Notary Public

SHARON LYN ROADFUSS
 Typed/Printed Name of Notary Public

Notary Public, State of Florida
 My Commission Expires:

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 96 MAR 26 PM 3:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This Instrument Prepared By:
 Stephen F. Goldenberg, Esquire
 One Financial Plaza, Suite 2626
 Fort Lauderdale, FL 33394
 (305) 523-2626
 F.R.M. 151293

AFFIDAVIT

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, **STEPHEN F. GOLDENBERG**, who being duly sworn deposes and says:

1. My name is **STEPHEN F. GOLDENBERG**.
2. I have signed the Articles of Organization of River Bend Development, L.C. (Company).
3. The Company consists of three members.
4. The members have contributed the sum of \$500 to the Company and have agreed to contribute an additional \$250,000 within sixty days after the date of its organization and an additional \$250,000 within nine months after the date of its organization.
5. Further Affiant sayeth not.


STEPHEN F. GOLDENBERG

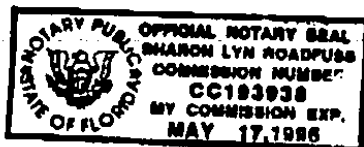
The Foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgements in the state and county set forth above, by **STEPHEN F. GOLDENBERG** who is personally known to me and who has taken an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on March 26, 1996.


Signature of Notary Public

SHARON LYN ROADFUSS
Typed/Printed Name of Notary Public

Notary Public, State of Florida
My Commission Expires:



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96 MAR 26 1 3 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA