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ACCOUNT NO. : 072100000032

REFERENCE : 887056 10264A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 10, 1998

ORDER TIME : 11:29 AM

ORDER NO. : 887056-005

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq
JOHN FENNIMAN, CHARTERED

Suite 120
900 Southeast Ocean Boulevard
Stuart, FL 34994

700002585357-16
-07/10/98-01067-007
****337.50 ****337.50

CM

10th

DOMESTIC FILING

NAME: RIVIERA WOODBINE, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
98 JUL 10 PM 3: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL 10 PM 12: 10
DIVISION OF CORPORATION

JOHN FENNIMAN, CHARTERED

ATTORNEYS AT LAW
900 SE OCEAN BLVD., SUITE 120
STUART, FLORIDA 34994

JOHN FENNIMAN

TELEPHONE
561-287-4300

July 10, 1998

State of Florida
Secretary of State
The Capitol
Tallahassee, Florida 32301

VIA HAND DELIVERY

FILED
98 JUL 10 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Corporate filings

Gentlemen:

Enclosed for filing are the **Articles of Organization of Riviera Woodbine, LLC, a Florida limited liability company, with Affidavit of Membership and Contributions and Acceptance of Registered Agent**, together with a full duplicate counterpart which we request that you certify and return. Our firm's check payable to the Secretary of State in the amount of \$337.50 is enclosed for fees as follows:

Filing Fees	285.00
Certified Copy	<u>52.50</u>
Total	<u>\$337.50</u>

Please deliver the certified copy of the Articles to an agent for ~~Corporation Information Services~~ for return to our office.

Should you have any questions or need additional information, please contact the undersigned or Janice Fenniman at (561) 287-4300.

Sincerely,


John Fenniman

JF/jmf

Enclosures

**ARTICLES OF ORGANIZATION
OF
RIVIERA WOODBINE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be:

RIVIERA WOODBINE, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

4152 W. Blue Heron Blvd., Suite 116
Riviera Beach, Florida 33404

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Waldemar Schickedanz
4152 W. Blue Heron Blvd., Suite 116
Riviera Beach, FL 33404

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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TALLAHASSEE, FLORIDA

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

K54111
SCHICKEDANZ ENTERPRISES, INC.
a Florida corporation
4152 W. Blue Heron Blvd., Suite 116
Riviera Beach, FL 33404

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JUL 10 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has caused these articles of organization to be signed at Stuart, Martin County, Florida, this 9th day of July, 1998.

ORGANIZER

SCHICKEDANZ ENTERPRISES, INC.
a Florida corporation

By: *Waldemar Schickedanz*
Waldemar Schickedanz, President

EXHIBIT "A"

Cash Contribution

\$1,000.00

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned President of Managing Member Schickedanz Enterprises, Inc., a member or authorized representative of a member of RIVIERA WOODBINE, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$1,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is (N/A).
4. The total amount of cash or property anticipated to be contributed by members(s) is \$1,000.00. This total includes amounts from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 9, 1998

FILED
 58 JUL 10 AM 3:51
 RECEIVED
 CLERK OF DISTRICT COURT
 TALLAHASSEE, FLORIDA

Waldemar Schickedanz

 Waldemar Schickedanz

STATE OF FLORIDA
COUNTY OF MARTIN

Sworn to and subscribed before me this 9th day of July, 1998, by Waldemar Schickedanz, president of Schickedanz Enterprises, Inc., a Florida corporation, on behalf of the corporation as Managing Member. He is personally known to me.

John H. Fenniman

 Notary Public




John H. Fenniman
 MY COMMISSION # CC724992 EXPIRES
 March 16, 2002
 BONDED THRU TROY FAIN INSURANCE, INC.

Print, Type or Stamp
Commissioned Name of Notary Public

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **RIVIERA WOODBINE, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Waldemar Schickedanz, Registered Agent

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98 JUL 10 PM 3:51
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TALLAHASSEE, FLORIDA