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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

RIV Manager LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

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Corporate Filing Menu

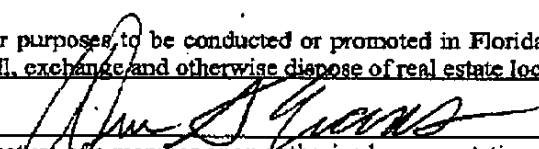
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RIV Manager LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. August 15, 2007
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Acceptance
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Eola Capital LLC, One Independent Drive, Suite 1850
Jacksonville, Florida 32202
(Street address of principle office)
8. If limited liability company is a manger-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
RIV Holdings LLC
c/o Eola Capital LLC
One Independent Drive, Suite 1850
Jacksonville, Florida 32202
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Acquire, hold, operate, manage, finance, develop, lease, sell, exchange and otherwise dispose of real estate located in Florida.


Signature of a member or an authorized representative of a member.
(in accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

William G. Evans
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of Limited Liability Company is:

RIV Manager LLC

2. The name and the Florida street address of the registered agent and office are:

William G. Evans
(Name)

c/o Bola Capital LLC, One Independent Drive, Suite 1850

Florida street address (P.O. Box NOT ACCEPTABLE)

Jacksonville, FL 32202

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIV MANAGER LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIV MANAGER LLC" WAS FORMED ON THE FIFTEENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5931775

DATE: 08-16-07

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AFFIDAVIT**STATE OF FLORIDA
COUNTY OF DUVALL**

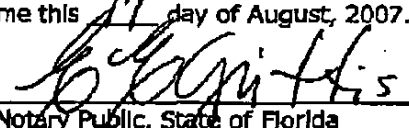
BEFORE ME, the undersigned authority, duly authorized and qualified in the State and County aforesaid to administer oaths and take acknowledgments, this day personally appeared **WILLIAM G. EVANS**, who, being by me first duly sworn, deposes and says:

1. That the undersigned is an Authorized Representative of **RIV MANAGER LLC** a Delaware limited liability company formed on May 14, 2007;
2. That **RIV MANAGER LLC** was qualified to transact business in Florida on May 18, 2007 and assigned document number M07000002981;
2. That **RIV MANAGER LLC** has filed an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida;
3. That **RIV MANAGER LLC** has no intention of reinstating said authority to transact business in Florida and that the name **RIV Manager LLC** may be released and used immediately by another entity.

Further Affiant sayeth naught.


William G. Evans, Affiant

Sworn to and subscribed before
me this 17 day of August, 2007.


Notary Public, State of Florida
My Commission Expires:

