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Account Number : 076042001247  
Phone : (813) 225-3020  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Riviera Dunes Land Asset Holdings, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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| Page Count            | 05      |
| Estimated Charge      | \$87.50 |

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**ARTICLES OF INCORPORATION  
OF  
RIVIERA DUNES LAND ASSET HOLDINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLE I - NAME***

The name of this Corporation is:

**RIVIERA DUNES LAND ASSET HOLDINGS, INC.**

***ARTICLE II - DURATION***

The duration of the Corporation shall be perpetual.

***ARTICLE III - PURPOSE***

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

***ARTICLE IV - CAPITAL STOCK***

This Corporation is authorized to issue seven thousand (7,000) shares of \$0.01 per share par value common stock, which shall be designated "**Common Shares**".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Prepared By:  
William Kent Ihrig, Esquire  
Florida Bar Number: 507660  
100 North Tampa Street  
Suite 3500  
Tampa, Florida 33602  
Phone: (813) 225-3020  
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***ARTICLE V - PRINCIPAL OFFICE***

The principal office or mailing address of the Corporation is:

First Dartmouth Center  
6699 90th Avenue  
Pinellas Park, Florida 34666

***ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT***

A. The street address of the initial registered office of this Corporation is:

100 North Tampa Street  
Suite 3500  
Tampa, Florida 33602

B. The name of the initial Registered Agent of this Corporation at such address is:

William Kent Ihrig

***ARTICLE VII - INITIAL BOARD OF DIRECTORS***

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws of this Corporation, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Frank S. Maggio  
First Dartmouth Center  
6699 90th Avenue  
Pinellas Park, Florida 34666

John M. Prosser  
First Dartmouth Center  
6699 90th Avenue  
Pinellas Park, Florida 34666

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***ARTICLE VIII - INCORPORATOR***

- A. The name of the person signing these Articles is:

William Kent Ihrig

- B. The address of the person signing these Articles of Incorporation is:

100 North Tampa Street  
Suite 3500  
Tampa, Florida 33602

***ARTICLE IX - BYLAWS***

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders of this Corporation sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

***ARTICLE X - CALLING OF SPECIAL MEETING***

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

***ARTICLE XI - REMOVAL OF DIRECTORS***

A fifty-one percent (51%) interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

***ARTICLE XII - INTERESTED DIRECTORS CONTRACTS***

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or

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officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or


b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

### ***ARTICLE XIII - EXTRAORDINARY ACTION***

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21<sup>st</sup> day of August, 2000.

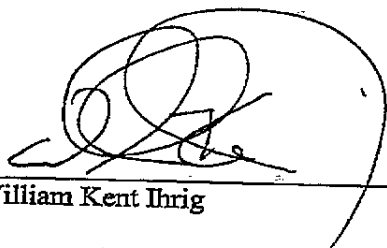


William Kent Ihrig

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for Riviera Dunes Land Asset Holdings, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.

  
\_\_\_\_\_  
William Kent Ihrig

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA