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OCTOBER 30, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: RIFF CORP.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

FILED
00 NOV -1 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

RIFF CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
00 NOV - 1 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is RIFF CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

2740 North Bay Road
Miami Beach, Florida 33140

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Katherine E. Mitchell
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of October, 2000.


KATHERINE E. MITCHELL

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Riff Corp
2. The name and address of the registered agent and office is:

RICHARD FINDLER
2740 NORTH BAY ROAD
(P. O. BOX NOT ACCEPTABLE)
MIAMI BEACH, FLORIDA 33140
(CITY/STATE/ZIP)

SIGNATURE

Richard Fandler
(Corporate Officer)

TITLE

PRESIDENT

DATE

10/27/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Richard Fandler
(Registered Agent)

DATE

10/27/00

REGISTERED AGENT FILING FEE: \$29.00

FILED
00 NOV -1 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA