

P010000017715

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : BROAD AND CASSEL (BOCA RATON)  
Account Number : 076376001555  
Phone : (561) 483-7000  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LA RIVE, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$70.00 |

W-2334

McKnight FEB 16 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 FEB 15 PM 3:00

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 31, 2001

BROAD AND CASSEL

SUBJECT: LA RIVE, INC.  
REF: W01000002334

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS LA RIVE, LLC

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan  
Document Specialist

FAX Aud. #: H01000012603  
Letter Number: 501A00005815

Fax Audit Number: \_\_\_\_\_

**AFFIDAVIT**


The undersigned being first duly sworn, deposes and says that:

1. LA RIVE, INC. (the "Corporation") plans to file Articles of Incorporation with the Florida Division of Corporations;
2. LA RIVE, LTD. (the "Partnership") plans to file a Certificate of Limited Partnership with the Florida Division of Corporations;
3. LA RIVE, LLC, a Florida limited liability company (the "Company"), which is being voluntarily dissolved pursuant to Articles of Dissolution which have been executed and are being filed with the Florida Division of Corporations, hereby states that it (i) has no intention of revoking the voluntary dissolution of the Company or otherwise reinstating the Company, (ii) releases its name for use by other entities in the State of Florida, and (iii) grants its consent and permission to the Corporation to use the name "LA RIVE, INC." and to the Partnership to use the name "LA RIVE, LTD."

**FURTHER AFFIANT SAYETH NOT**

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

LA RIVE, LLC,  
a Florida limited liability company

By:   
Joseph A. Wilson, Manager

**FILED**  
01 FEB 15 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LA RIVE, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name and initial address of this Corporation shall be: LA RIVE, INC., 320 Southeast Mizner Boulevard, Suite 1102, Boca Raton, Florida 33432, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II.**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III.**

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

| <u>NUMBER OF SHARES<br/>AUTHORIZED</u> | <u>PAR VALUE<br/>PER SHARE</u> | <u>CLASS OF<br/>STOCK</u> |
|--|--------------------------------|---------------------------|
| 1,000                                  | \$ .01                         | Common                    |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV.**

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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#### ARTICLE V.

The initial registered office of this Corporation is 320 Southeast Mizner Boulevard, Suite 1102, Boca Raton, Florida 33432. The initial registered agent at that address is Norman S. Weinstein.

#### ARTICLE VI.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, is:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Norman S. Weinstein | 320 Southeast Mizner Boulevard, Suite 1102<br>Boca Raton, Florida 33432 |

#### ARTICLE VII.

The name and address of the Incorporator is: Norman S. Weinstein, 320 Southeast Mizner Boulevard, Suite 1102, Boca Raton, Florida 33432.

#### ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

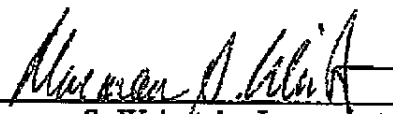
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ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of February, 2001.

  
\_\_\_\_\_  
Norman S. Weinstein, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That LA RIVE, INC., desiring to organize under the laws of the State of Florida, has designated 320 Southeast Mizner Boulevard, Suite 1102, Boca Raton, Florida 33432, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Norman S. Weinstein as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 15th day of FEBRUARY, 2001.

  
\_\_\_\_\_  
Norman S. Weinstein  
Registered Agent

**FILED**  
01 FEB 15 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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