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EFFECTIVE DATE
9-10-01

BENSON, MOYLE & MUCCI, LLP
ATTORNEYS AT LAW
BANK OF AMERICA BUILDING
ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FLORIDA 33394-1697

FILED
01 SEP 17 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 14, 2001

VIA U.S. MAIL

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: Incorporation of M. RIVERA & ASSOCIATES, INC.
Our File No: 01-287

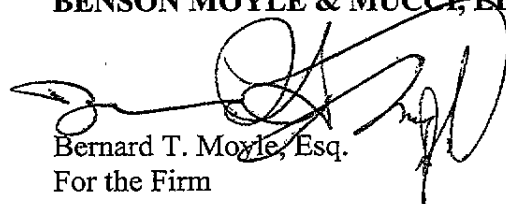
To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for M. Rivera & Associates, Inc. to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the filing and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Very truly yours,

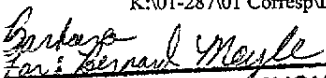
BENSON MOYLE & MUCCI, LLP


Bernard T. Moyle, Esq.
For the Firm

BTM/bao

Enclosures: Original & Copy of Articles of Incorporation
Firm Check #6301 in the amount of \$78.75
Self-addressed Stamped Envelope

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 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. XII
DATE 9/19/01
DOC. EXAM Licor Brown

BROWN SEP 19 2001

EFFECTIVE DATE
9-10-01

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
M. RIVERA & ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **M. RIVERA & ASSOCIATES, INC.** whose principal place of business is 1335A St. Lucie West Blvd. #207, Port St. Lucie, St. Lucie County, Florida 34986.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 1335A St. Lucie West Blvd.#207, Port St. Lucie, Florida 34986 and the name of its initial registered agent at said address is John M. Rivera.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

John M. Rivera
1335A St. Lucie West Blvd. #207
Port St. Lucie, Florida 34986

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.
One Financial Plaza, Suite 1600
Fort Lauderdale, FL 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

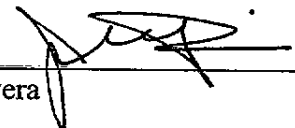
ARTICLE XI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 10th day of September, 2001.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Port St. Lucie, Florida, on the 4 day of September, 2001.




John M. Rivera

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

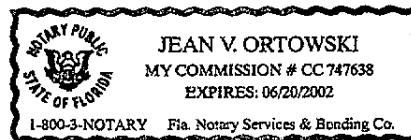
BEFORE ME, the undersigned authority personally appeared John M. Rivera who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 4 day of September, 2001.



Notary Public, At Large
State of Florida

My Commission Expires: 06/20/2002

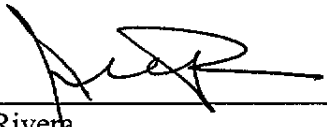


ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

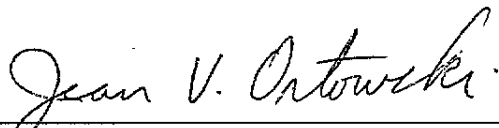
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CLERK OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority personally appeared John M. Rivera, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1999) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.



John M. Rivera

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Port St. Lucie, in said County and State this 4 day of September, 2001.



Notary Public, At Large
State of Florida

My Commission Expires: 06/20/2002

