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October 30, 2001

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

VIA: Federal Express  
8287-0588-3471

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 31 AM 9:45

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-10/31/01--01073--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **RIVERWOOD MANAGEMENT ASSOCIATES, INC.**  
Articles of Incorporation

Gentlemen:

You find enclosed the original plus one copy of Articles of Incorporation for RIVERWOOD MANAGEMENT ASSOCIATES, INC. together with a check in the amount of \$78.75, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	35.00
Designation of Registered Agent	<u>8.75</u>

\$ 78.75

Please file these Articles of Incorporation at your earliest possible convenience and return the certified copy to my office.

Your prompt assistance is very much appreciated.

Very truly yours,

NORD L. JOHNSON, P.A.

By: 

Nord L. Johnson, Esq.

NLJ/cp  
encs

PS 11/1/01

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01 OCT 31 AM 9:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**of**

### **RIVERWOOD MANAGEMENT ASSOCIATES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

#### **ARTICLE I - NAME**

The name of this corporation is:

RIVERWOOD MANAGEMENT ASSOCIATES, INC.

#### **ARTICLE II - DURATION**

The term of the existence of the corporation is perpetual.

#### **ARTICLE III - PURPOSE**

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### **ARTICLE IV - CAPITAL STOCK**

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share).

#### **ARTICLE V - PREEMPTIVE RIGHT GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### **ARTICLE VI - REGISTERED OFFICE**

The address of the principal office and the initial registered office of the corporation is 1650 E. University Avenue, Orange City, Volusia County, State of Florida, 32763. The initial registered agent at such address is:

JERRY JAQUES, Registered Agent

#### **ARTICLE VII**

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

### ARTICLE VIII

The name and street address of the initial sole-shareholder of the corporation, who is of full age and is a citizen of the United States is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
JERRY JAQUES	1650 E. University Avenue Orange City, FL 32763

### ARTICLE IX - OFFICERS

The principal officers of this corporation shall be a President, Secretary-Treasurer. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME /ADDRESS</u>	<u>OFFICE</u>
Jerry Jaques 1650 E. University Avenue Orange City, FL 32763	President/Secretary-Treasurer

**ARTICLE X**

The name and address of the person signing these Articles of Incorporation as a subscriber is as follows:

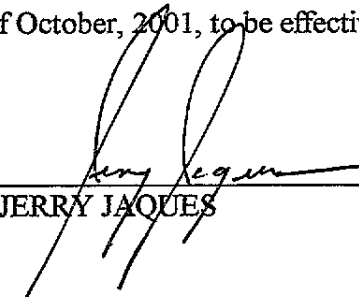
JERRY JAQUES

1650 E. University Avenue  
Orange City, FL 32763

**ARTICLE XI**

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

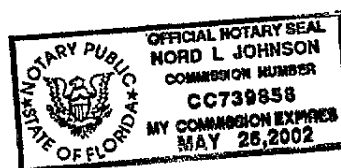
**IN WITNESS WHEREOF**, the undersigned subscriber has hereunto set his hand and seal to the above Articles of Incorporation this 30th day of October, 2001, to be effective upon the date of filing.

  
\_\_\_\_\_  
JERRY JAQUES

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 30th day of October, 2001, by JERRY JAQUES, who is personally known to me to be the person described as the sole-shareholder and/or incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed same, and he did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
NORD L. JOHNSON



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

I, **JERRY JAQUES**, the undersigned, do hereby accept the appointment of registered agent of **RIVERWOOD MANAGEMENT ASSOCIATES, INC.** I am familiar with, and accept the obligations of Florida Statutes 607.325.

  
\_\_\_\_\_  
JERRY JAQUES