Prosperity Farms Rd., Suite 112 Palm Beach Gardens, FL 33410 Phone (561) 691-1100 Fax (561) 626-3040

January 2, 2002

& Associates, Inc.

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

000004756000--8 -01/07/02--01063--012 *****70.00 ******70.00

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation for SDG RIVER MARSH, INC.

Please send the proper documents to my office at the address listed above.

If there is need for further information, please contact us.

Thank you.

Yours truly,

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Michael J. Fairclough

MF:1cw

Enclosure

TILED

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

SDG RIVER MARSH, INC.

ARTICLE I NAME

The name of the corporation is SDG RIVER MARSH, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 and the name of the initial registered agent of this corporation at this address is: MICHAEL J. FAIRCLOUGH

ARTICLE V PLACE OF BUSINESS

The address of the principal place of business of this

corporation is 298 S.W. PANTHER TRACE, PORT ST. LUCIE, FLORIDA 34953

ARTICLE VI DATE

The corporate existence shall begin effective January 2, 2002

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SECKRASSEE, FLORIDA
TALLAMASSEE, FLORIDA

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ARTICLE VII BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

NAME

ADDRESS

BRETT SOVEREL

298 S.W. PANTHER TRACE PORT ST. LUCIE, FL 34953

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

NAME

ADDRESS

MICHAEL J. FAIRCLOUGH

11380 PROSPERITY FARMS ROAD SUITE 112 PALM BEACH GARDENS, FL 33410

ARTICLE X POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

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ARTICLE XII ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify any officer of director, any former officer or director, to the full extent permitted by law.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: SDG RIVER MARSH, INC, INC. desiring to organize under the laws of the State of Florida, with its principal place of business: 298 S.W. PANTHER TRACE, PORT ST. LUCIE, FL 34953 has named: MICHAEL J. FAIRCLOUGH located at 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 as its agent to accept service of process within Florida.



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

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Date:	Agent- MICHAEL J. FAIRCLOUGH