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September 18, 2002

*ALSO MEMBER OF NJ BAR
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Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Rivera 2, Inc.

Dear Sir or Madam:

Enclosed please find for filing with your office an original and one copy of Articles of Incorporation for Rivera I, Inc. along with a firm check in the amount of \$78.75 to cover your filing fees and certified copy cost. Please return a date-stamped copy of the document to the undersigned in the enclosed Federal Express envelope.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact the undersigned.

Very truly yours,

Barbara Mathers
BARBARA A. MATHERS
Legal Assistant

/hs

Enclosures

cc: Veronica Farr
Jeff Connors
Murray I. Blackman, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RIVERA 2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be Rivera 2, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 1350 West 49th Street, Hialeah, FL 33012

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is Veronica Farr, 2333 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Veronica Farr

2333 Ponce de Leon Blvd., Suite 600
Coral Gables, FL 33134


Article VI: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of Florida law, are as follows:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to investments.

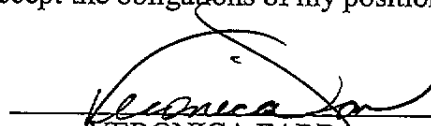
Article VII: The period of duration of the corporation is perpetual.

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of September, 2002.


Veronica Farr, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


VERONICA FARR

Date: 9-17-02

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TALLAHASSEE, FLORIDA