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04/30/03--01043--007 **78.75

EFFECTIVE DATE
05-05-03

FILED
03 APR 30 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials/signature

STANLEY K. LUKE

ATTORNEY AT LAW
POST OFFICE BOX 776
CRESTVIEW, FLORIDA 32536-0776

OFFICE PHONE:
(850) 682-1190

FAX NUMBER:
(850-682-0655)

April 28, 2003

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

Subject: Riviera Distributing, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75. Please provide me with a certified copy.

Your cooperation is greatly appreciated.

EFFECTIVE DATE
05-05-03

Sincerely,


STANLEY K. LUKE Esq.,

SKL/dm

ARTICLES OF INCORPORATION

OF

RIVIERA DISTRIBUTING, INC.

The undersigned, for the purpose of forming a S corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FILED
03 APR 30 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of the corporation is **RIVIERA DISTRIBUTING, INC.**

ARTICLE TWO

PRINCIPLE OFFICE

The street address of the initial principle office and mailing address of the corporation is 121 Courthouse Terrace, Crestview, Florida 32536.

EFFECTIVE DATE
05-05-03

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is May 5, 2003, at 8:00 a.m., central time.

ARTICLE FOUR

PURPOSE OR PURPOSES

1. The general purposes for which the corporation is organized are to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 25 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$10.00 per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 121 Courthouse Terrace, Crestview, Florida 32536, and the name of its initial registered agent at such address is Stanley K. Luke.

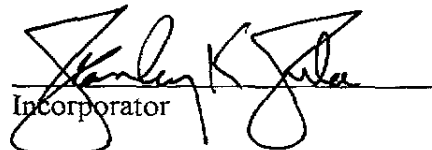
ARTICLE SEVEN

INCORPORATOR

The name and address of the incorporator is:

Stanley K. Luke
121 Courthouse Terrace
Crestview, Florida 32536

Executed by the undersigned at Crestview, Florida on April 28, 2003.


Incorporator

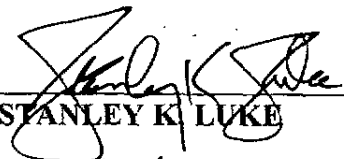
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0500, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **RIVIERA DISTRIBUTING, INC.**
2. The name and address of the registered agent and office is:

Stanley K. Luke
121 Courthouse Terrace
Crestview, Florida 32536

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


STANLEY K. LUKE

Dated: 4-28-03

03 APR 30 AM 9:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA