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TRANSMITTAL LETTER

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

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SUBJECT: Rivr Group Holdings Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

2 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy

\$87.50 Filing Fee, Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED

FROM: James T. Betts

Name (Printed or typed)

3500 Boca Raton Blvd. #811

Address

Boca Raton, FL 33431

City, State & Zip

1(561)208-8225

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I

NAME

The name of the corporation shall be: Rivr Group Holdings Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 3500 Boca Raton Blvd. #811 Boca Raton, Fl 33431



ARTICLE III DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV PURPOSE

The corporation may transact any and all lawful business of which corporations may be under the Florida General Corporation act.

ARTICLE V SHARES

The aggregate number of shares that the corporation has the authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

ARTICLE VI PREEMPTIVE RIGHTS GRANTED

Each share holder 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 any unissued or treasury shares

ARTICLE VII INITIAL OFFICERS AND/OR DIRECTORS

James Betts 3500 Boca Raton Blvd #811 Boca Raton, Fl 33431

ARTICLE VIII

REGISTERED AGENT

The street address of the initial registered office is 3500 Boca Raton Blvd #811, Boca Raton, FL 33431 and the name of the initial registered agent at that address is James Betts. The corporation's principle office mailing address and the registered office address are the same.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

James Betts 3500 Boca Raton Blvd. #811 Boca Raton, Fl 33428

ARTICLE X COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filling of these Articles of Incorporation.

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

Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

10 hature/Registered_Agent mer Signature/Incorporator

6/22/04 Date 6/22/04 Date