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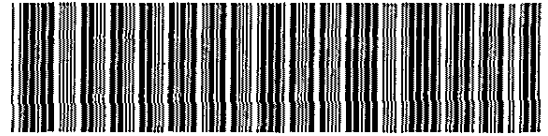
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TALLAHASSEE, FLORIDA

PA 11-23-04

LAW OFFICES OF
ARTHUR J. BERK
648 BRICKELL AVENUE
SUITE 200
MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE
IN FLORIDA AND
NORTH CAROLINA
(INACTIVE)

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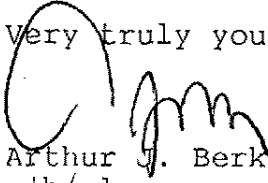
November 15, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32314

Gentlemen:

I am enclosing Articles of Incorporation of Riva's R&M, Inc., together with my check to your order in the sum of \$70.00 for the filing fee.

Very truly yours,



Arthur J. Berk
ajb/sl

ARTICLES OF INCORPORATION
OF
RIVA'S R&M, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is Riva's R&M, Inc.

ARTICLE II
NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 200, 848 Brickell Ave., Miami, Florida 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII
DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased

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or decreased from time to time in the manner provided in the By-Laws'. The number of persons constituting the initial Board of Directors shall be one (1).

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial member of the Board of Directors is as follows:

Arthur J. Berk
Suite 200
848 Brickell Avenue
Miami, FL 33131

**ARTICLE IX
INITIAL OFFICERS**

The names of the initial officers of the Corporation are:

President	-	Arthur J. Berk
Secretary	-	Arthur J. Berk
Treasurer	-	Arthur J. Berk

**ARTICLE X
SUBSCRIBER**

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

Arthur J. Berk
Suite 200
848 Brickell Avenue
Miami, FL 33131

**ARTICLE IX
VOTING FOR DIRECTORS**

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

**ARTICLE XII
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS


This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIV
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Arthur J. Berk
848 Brickell Avenue
Suite 200
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 15 day of November, 2004.



Arthur J. Berk, Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.



Arthur J. Berk

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