

To: Fl Dept of State
Subject: 06000138081

From: Tracy Spear

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P 06000138081

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 OCT 31 PM 1:54

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0478.59443

FLORIDA PROFIT/NON PROFIT CORPORATION

RIVER CITY ACQUISITION CORP.

Certificate of Status	0
Certified Copy	0
Page Count	05
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ARTICLES OF INCORPORATION
OF
RIVER CITY ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the corporation is **RIVER CITY ACQUISITION CORP.**

ARTICLE II

**Commencement And Duration of
Corporate Existence**

Corporate existence shall commence on the date the Articles are filed by the Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

Corporate Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation shall have authority to issue one hundred thousand (100,000) shares of Capital Stock with a par value of \$.01 per share. The shares of the corporation are not to be divided into classes.

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ARTICLE V
Principal Office

The principal office and mailing address of the corporation is:

3728 Philips Highway, Suite 213
Jacksonville, FL 32207

ARTICLE VI
Registered Office and Agent

The street address in Florida of the corporation's initial registered office and initial registered agent is:

Stoneburner Berry & Simmons, P.A.
841 Prudential Drive, Suite 1400
Jacksonville, Florida 32207

ARTICLE VII
Indemnification

The corporation shall indemnify any present or future officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

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To: FI Dept of State
Subject: 0478.59443

From: Tracy Spear

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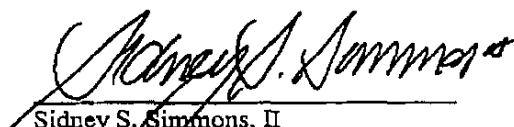
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ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Name	Address
Sidney S. Simmons, II	841 Prudential Drive, Suite 1400 Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Jacksonville, Florida on the 31st day of October, 2006.



Sidney S. Simmons, II
Incorporator

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That RIVER CITY ACQUISITION CORP., desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Stoneburner Berry & Simmons, P.A., located at 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.

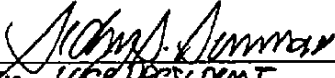
RIVER CITY ACQUISITION CORP.

By: 
Sidney S. Simmons, II
Incorporator

Dated: October 31, 2006

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

STONEBURNER BERRY & SIMMONS, P.A.

By: 
its VICE PRESIDENT

Dated: October 31, 2006

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