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4/30

COVER LETTER

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

SUBJECT: River Rubicon Incorporated
(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

☒ \$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: Dona Rye O'Connell
Name (Printed or typed)

7250 SW 39 Street
Address

Miami, FL 33155-6616
City, State & Zip

(305) 793-7057
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
RIVER RUBICON INCORPORATED**

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ARTICLE I

Name

The name of the corporation is River Rubicon Incorporated (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 7250 Southwest 39th Street, Miami, Florida 33155-6616.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 7250 Southwest 39th Street, Miami, Florida 33155-6616 and the name of its initial registered agent at such office is Roy Gonzalez.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who shall serve as the Corporation's directors until their successors are duly elected and qualified are:

Oona Rye O'Connell
7250 Southwest 39th Street
Miami, Florida 33155-6616

Roy Gonzalez
7250 Southwest 39th Street
Miami, Florida 33155-6616

ARTICLE VII

Incorporator

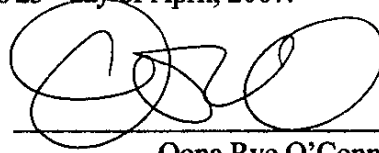
The name of the Incorporator is Oona Rye O'Connell and the address of the Incorporator is 7250 Southwest 39th Street, Miami, Florida 33155-6616.

ARTICLE VIII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of April, 2007.



Oona Rye O'Connell,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of River Rubicon Incorporated, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Oona Rye O'Connell,
Registered Agent

Date: April 23, 2007

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