

**Electronic Articles of Incorporation
For**

P08000025338
FILED
March 10, 2008
Sec. Of State
jshivers

RIVER PHOENIX APOGEE 1803 CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RIVER PHOENIX APOGEE 1803 CORP.

Article II

The principal place of business address:

CORTRUST RE PFUGSTRASSE10
VADUZ, LI. LI FL-94-90

The mailing address of the corporation is:

CORTRUST RE PFUGSTRASSE10
VADUZ, LI. LI FL-94-90

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

LEGAL ASSETS, INC.
1401 BRICKELL AVENUE
SUITE 700
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD M. ZELMAN

Article VI

The name and address of the incorporator is:

RICHARD M. ZELMAN
1401 BRICKELL AVENUE
SUITE 700
MIAMI, FLORIDA 33131

Incorporator Signature: RICHARD M. ZELMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP
NORMA BECK
P.O. BOX 1136
VADUZ, LI. FL-94-90 LI

Title: DS
SIBYLLE HEFTI
P.O. BOX 1136
VADUZ, LI. FL-94-90 LI

Title: D
NICOLE GRAUS
P.O. BOX 1136
VADUZ, LI. FL-94-90 LI

Title: D
ELKE BREITENFELDER
P.O. BOX 1136
VADUZ, LI. FL-94-90 LI

Title: D
MICHAELA BITSCHNAU
P.O. BOX 1136
VADUZ, LI. FL-94-90 LI