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TO: DIVISION OF CORPORATIONS FROM: TESCHER CHAVES HOCHMAN RUBIN & MULLER
DEPARTMENT OF STATE 9100 S DADELAND BLVD
STATE OF FLORIDA STE. 1707
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((H95000001022))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RIOMAR HOLDINGS, INC.

FAX AUDIT NUMBER: H95000001022

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ARTICLES OF INCORPORATION**OF****RIOMAR HOLDINGS, INC.**

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

ARTICLE I**Name**

The name of the corporation is:

RIOMAR HOLDINGS, INC.

ARTICLE II**Existence**

The corporation's existence shall commence on January 26, 1995.

ARTICLE III**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

THIS INSTRUMENT PREPARED BY
Charles D. Rubin, Esq.
Florida Bar No. 377139
Teschler Chaves Hochman Rubin & Muller, P.A.
9100 So. Dadeland Blvd., Suite #1707
Miami, FL 33156
Tel: (305) 670-0444
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ARTICLE IV

Authorized Capital

The capital stock of the Corporation shall be comprised of two classes, namely Class A Common Stock and Class B Common Stock. The rights, privileges, preferences, and other characteristics of each class shall be identical, except that the Class B Common Stock shall be nonvoting.

The corporation shall have authority to issue 1,000 shares of each of Class A Common Stock and Class B Common Stock, and the par value of each share of stock of both classes shall be \$.01.

ARTICLE V

Address

The address of the principal office of the corporation is 15011 S.W. 43rd Terrace, Miami, Florida 33185 and its mailing address is 15011 S.W. 43rd Terrace, Miami, Florida 33185

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156. The name of the initial registered agent at such office is CHARLES D. RUBIN.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving

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at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

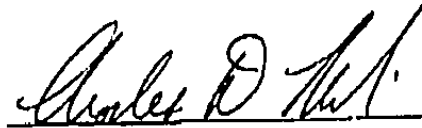
ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is CHARLES D. RUBIN, Tescher, Chaves, Hochman, Rubin & Muller, P.A., 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 25, 1995.

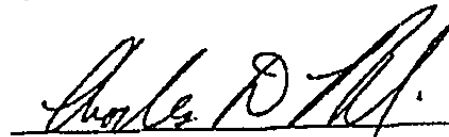

CHARLES D. RUBIN

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


CHARLES D. RUBIN

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