

PA 5000029682

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HAROLD E. KATMAN
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L. BRUCE SWIREN
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DAVID J. TU
MICHAEL R. WHITT
LYNN SIMPSON WOODS
ANNE E. ZIMEL

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ADMINISTRATIVE OFFICES
EMERALD LAKE CORPORATE PARK
3111 STERLING ROAD
FORT LAUDERDALE, FL 33312-6525
FORT LAUDERDALE (305) 987-7550
FLORIDA TOLL FREE (800) 432-7712

MIAMI, FL

Miami

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***122.50 ***122.50

April 4, 1995

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

RE: RIVIERA HOMES, INC..

Dear Sir/Madam:

Enclosed is original Article of Incorporation for the above referenced company, together with check for the sum of \$122.50 payable to Secretary of State. Please file and forward a receipt to us as soon as possible.

If you should require any additional information, please feel free to contact me.

Sincerely,

Ana Gonzalez
Ana Gonzalez
secretary to Simon Ferro

Encls.
/alg

OF COUNSEL
MARTIN I. JAFFE
ALAN B. KOSLOW
CAROLY PEDERSEN
J. DAVID PENA
CHARLES N. TETUNIC
GEORGE WELSHAM

DIEGO C. ASENCIO, CONSULTANT
FORMER U.S. AMBASSADOR TO
COLOMBIA AND BRAZIL

OTHER OFFICES
PRAGUE, THE CZECH REPUBLIC
GUANGZHOU, CHINA
MEXICO CITY, MEXICO*

*NOT ADMITTED IN FLORIDA
*AVAILABLE FOR CONSULTATION
BY APPOINTMENT

95 APR 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/17

**ARTICLES OF INCORPORATION
OF
RIVIERA HOMES, INC.**

ARTICLE I

The name of this corporation shall be
RIVIERA HOMES, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of this corporation and the initial registered office of this corporation is 8344 SW 8th Street, Miami, Florida 33144 and the name of the initial registered agent of this corporation at that address is Bernardo Goenaga.

RECORDED
APR 10 1963
STATE OF FLORIDA
CLERK OF THE SUPREME COURT

ARTICLE VII

Initial Board of Directors

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of the Corporation is/are

Bernardo Goenaga
8344 SW 8th Street
Miami, Florida 33144

ARTICLE VIII

1. The initial bylaws of this corporation shall be adopted by the board of directors. The bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any bylaws adopted by the directors. The directors may not alter, amend or repeal any bylaws adopted by the stockholders, nor may the directors adopt bylaws which would be in conflict with the bylaws adopted by the stockholders.

2. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation whether or not then in office shall be indemnified by the corporation against all costs and expenses reasonable incurred by or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he or she finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

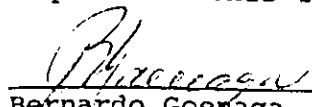
4. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a stockholder or directors is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified or approved by either: (a) a vote of the majority of the outstanding shares of stock in the corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he is a stockholder, officer, or director was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

ARTICLE IX

The name(s) and address(es) of the person(s) signing these articles is (are):

Bernardo Goenaga
8344 SW 8th Street
Miami, Florida 33144

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 24th day of March, 1995.


Bernardo Goenaga

DL#G.520-060-381-100-0

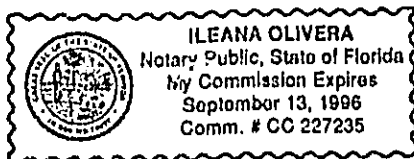
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of March, 1995, by Bernardo Goenaga the Registered Agent of Riviera Homes, Inc, a Florida corporation, on behalf of the corporation. Who is personally known to me or has produced D.L.G520-66-39- as identification and who did/did not take an oath. 100-0


_____(SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:



Ileana Olivera
PLEASE PRINT OR TYPE NOTARY SIGNATURE

95 APR 10 11:10
FALL WINDS
FALL WINDS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

RIVIERA HOMES, INC.

Desiring to organize or qualify under the laws of the State of Florida with it's principal place of business in the city of Miami, County of Dade, State of Florida, has named Bernardo Goenaga as it's agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of March, 1995

B. Goenaga
RESIDENT AND REGISTERED AGENT