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**ARTICLES OF INCORPORATION
OF
RIO ENTERPRISES OF SOUTH FLORIDA, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be as follows:

RIO ENTERPRISES OF SOUTH FLORIDA, INC.
3449 N.W. 55th Street
Ft. Lauderdale, FL 33309

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:

Thomas Ruffin III
Gutter, Josepher, Ruffin & Sheehy, P.A.
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Ft. Lauderdale, FL 33309
(305) 938-4555
Florida Bar No. 442119

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TALLAHASSEE, FLORIDA

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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 3449 N.W. 55th Street, Ft. Lauderdale FL 33309, and the initial registered agent of the corporation at that address shall be M. JEFFREY SIMPSON.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
M. Jeffrey Simpson	3449 N.W. 55th Street Ft. Lauderdale, FL 33309
Jim Fry	3449 N.W. 55th Street Ft. Lauderdale, FL 33309
Alexander Pennesso	3449 N.W. 55th Street Ft. Lauderdale, FL 33309

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

Address

M. JEFFREY SIMPSON

3449 N.W. 55th Street
Ft. Lauderdale, FL 33309

EXECUTED at Ft. Lauderdale, Florida on June 1, 1995.

Incorporator

M. Jeffrey Simpson

STATE OF FLORIDA)

COUNTY OF BROWARD)

SS:

The foregoing instrument was subscribed to and sworn before me by M. JEFFREY SIMPSON, the Incorporator of RIO ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation, who is personally known to me or who provided RLA as identification, in this 1st day of June, 1995.

Kimberly S. Carry
Notary Public
Name of Notary: KIMBERLY S. CARRY
Commission No.: McGowan Notary 1995

My Commission Expires:

Notary Public & Notary Service

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of RIO ENTERPRISES OF SOUTH FLORIDA, INC., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 1st day of June, 1995.

BY: 

N. Jeffrey Simpson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA