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(((H96000007072))) PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 83- 0-0000  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

(((H95000007072))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RIVERSIDE PARC HOTEL AND RESORT CORPORATION  
FAX AUDIT NUMBER: H95000007072 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/11/1995 TIME REQUESTED: 14:12:45  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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95 JUL 11 PM 4: 26  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RIVERSIDE PARC HOTEL AND RESORT CORPORATION

ARTICLE I

NAME

The name of the Corporation is RIVERSIDE PARC HOTEL AND RESORT CORPORATION

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:  
Nelson Slosbergas, Esquire  
Nelson Slosbergas, P.A.  
520 Brickell Key Drive, Suite 0-301  
Miami, FL 33131  
FLORIDA BAR NO. 378887  
305-374-3800

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**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-301, Miami, Florida 33131. The initial Registered Agent is Nelson Slosbergas at 520 Brickell Key Drive, Suite 0-301, Miami, Florida 33131.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES**

Luiz Gastao Barbosa Souza

**ADDRESSES**

520 Brickell Key Drive  
Suite 0-301  
Miami, Florida 33131

Jose Luis Mateos Garcia 520 Brickell Key Drive  
Suite 0-301  
Miami, Florida 33131

Jaimo Jose Honorato San Roman 520 Brickell Key Drive  
Suite 0-301  
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nelson  
Slosbergas, 520 Brickell Key Drive, Suite 0-301, Miami, Florida  
33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or  
employee of the Corporation shall be indemnified and held harmless  
by the Corporation from and against any and all loss, cost,  
liability and expense that may be imposed upon or incurred by him  
in connection with or resulting from any claim, action, suit or  
proceeding, in which he may become involved, as a party or  
otherwise, by reason of his being or having been a director,  
officer or employee of the Corporation, whether or not he continues  
to be such at the time such loss, cost, liability or expense shall  
have been imposed or incurred, except with regard to matters as to  
which any such director, officer or employee shall be adjudged in  
any claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of duty.

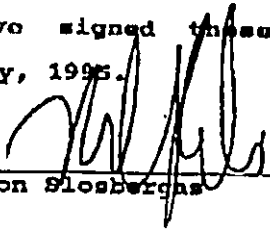
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Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

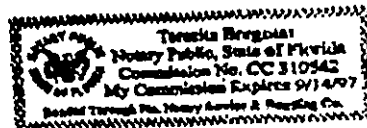
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of July, 1995.

  
Nelson Slosbergas

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged before me this 10th day of July, 1995, by Nelson Slosbergas who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: TERESITA BREGOLAT  
My Commission Expires:



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RIVERSIDE PARC HOTEL AND RESORT CORPORATION
2. The name and address of the Registered agent and office is: Nelson Slosbergas, 520 Brickell Key Drive, Suite 0-301, Miami, FL 33131.

Signature:

Title:

Date:

Registered Agent and Incorporator  
July 10th, 1995

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Date:

July 10th, 1995

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TALLAHASSEE, FLORIDA

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8/10/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

P.01

3:47 PM

((H95000008844))  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-311-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

((H95000008844))  
DOCUMENT TYPE: BASIC AMENDMENT  
NAME: RIVERSIDE PARC HOTEL AND RESORT CORPORATION  
FAX AUDIT NUMBER: H95000008844  
DATE REQUESTED: 08/10/1995  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 3  
ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:47:19  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
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Amend.  
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1995 AUG 17 AM 8:46  
STATE  
TALLAHASSEE, FLORIDA

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08-16-1995 16:36

P.02



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

August 11, 1995

RIVERSIDE PARC HOTEL AND RESORT CORPORATION  
620 BRICKELL KEY DRIVE  
SUITE 0-301  
MIAMI, FL 33131

SUBJECT: RIVERSIDE PARC HOTEL AND RESORT CORPORATION  
REF: P95000053319

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The date of adoption of each amendment must be included in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Cmd. #: H95000008844  
Letter Number: 995A00037677

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

RIVERSIDE PARC HOTEL AND RESORT CORPORATION

Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation are amended as follows:

**ARTICLE VII  
DIRECTORS.**

The names and addresses of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAME	ADDRESS
GILBERTO ESCAURIEA	520 Brickell Key Drive Suite 0-301 Miami, Florida 33131
JUAN CARLOS DOMINGUEZ	520 Brickell Key Drive Suite 0-301 Miami, Florida 33131
JAIIME JOSE MONORATO SAN ROMAN	520 Brickell Key Drive Suite 0-301 Miami, Florida 33131

2. The Document Number of the Corporation is P95000053319.

3. The Articles of Amendment were adopted on July 12, 1995, by the Incorporator prior to the issuance of shares.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 12th day of July, 1995.

RIVERSIDE PARC HOTEL AND RESORT  
CORPORATION

Nelson Slosbergas  
520 Brickell Key Dr.  
Suite 301  
Miami, FL 33131  
(305) 374-3800  
FL Bar NO. 378887

BY: Nelson Slosbergas, Incorporator

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1995 AUG 17 AM 8:46  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

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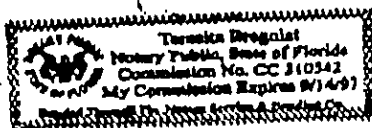
FILE NO. 1995-10000

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STATE OF FLORIDA )  
COUNTY OF DADN )

The foregoing instrument was acknowledged before me this 12th day of July, 1995, by Nelson Slobbergas, as Incorporator of RIVERSIDE PARC HOTEL AND RESORT CORPORATION, a Florida corporation, on behalf of said corporation.



*Terecita Bregolat*  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: Terecita Bregolat  
My Commission Expires:

Personally Known   X   OR Produced Identification             
Type of Identification Produced:                                 

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