

ALAYON & PERLMAN

ATTORNEYS AND COUNSELLORS AT LAW
A PROFESSIONAL ASSOCIATION

2450 NW 137TH AVENUE

SUITE 220

MIAMI, FLORIDA 33178

TELEPHONE (305) 221-2110

RICHARD ALAN ALAYON (N.Y. & FL.)
JEFFREY C. PERLMAN (TX. & FL.)

FACSIMILE
(305) 221-8321

P96000009153

January 23, 1996

Ms. Gretchen Harvey
Registration Section
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

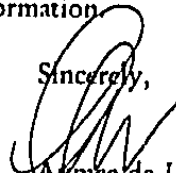
Re: Two Rivers International Corporation

Dear Ms. Harvey:

As per our conversation on January 23, 1996 please find enclosed a check for filing fees in referenced to the above mentioned corporation.

I thank you in advance for your corporation in reference to this matter. Please do not hesitate to contact me if you need further information.

Sincerely,


Lynne de Lamar
Secretary for,
Richard A. Alayon

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ALAYON & PERLMAN

ATTORNEYS AND COUNSELLORS AT LAW
A PROFESSIONAL ASSOCIATION

2450 S.W. 137TH AVENUE

SUITE 220

MIAMI, FLORIDA 33175

TELEPHONE (305) 221-2110

RICHARD ALAN ALAYON (N.Y. & FL.)
JEFFREY C. PERLMAN (TX. & FL.)

FACSIMILE
(305) 221-0321

January 22, 1996

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Two Rivers International, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Two Rivers International, Inc.

Also enclosed is a check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.


Yours Truly,

Richard Alan Alayon, Esq.

Enclosure

ARTICLES OF INCORPORATION
OF
TWO RIVERS INTERNATIONAL, INC.

96 JUL 30
TWO RIVERS INTERNATIONAL, INC.
FLORIDA

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 shall be: TWO RIVERS INTERNATIONAL, INC.

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.

ARTICLE IV

ARTICLES OF INCORPORATION OF TWO RIVERS INTERNATIONAL, INC.

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	\$.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 2450 S.W. 137th Avenue, Suite 229, Miami, FL 33175 and the initial registered agent of the corporation shall be Alayon & Perlman, P.A., c/o Richard Alan Alayon, Esq.

ARTICLE VI

The principal office and mailing address of the registered office of the corporation shall be 1401 N.W. 78th Avenue, Suite 306, Miami, Florida 33126.

ARTICLE VII

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

ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA

ARTICLES OF INCORPORATION OF TWO RIVERS INTERNATIONAL, INC.

been elected and qualified or until his earlier resignation, removal from office, or death,
Is:

<u>Name</u>	<u>Address</u>
Roberto Granati	1401 N.W. 78th Ave. Suite 306 Miami, FL 33126

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 VIII

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

<u>Name</u>	<u>Address</u>
Roberto Granati	1401 N.W. 78th Ave. Suite 306 Miami, FL 33126

Executed at Miami, Florida on January 19, 1996.

Incorporator

Roberto Granati

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA

ARTICLES OF INCORPORATION OF TWO RIVERS INTERNATIONAL, INC.

The foregoing instrument was acknowledged before me this 22 day of JAN, 1996 by Roberto GRANATI, a resident of the State of Florida, residing at 1401 NW 78 Ave. Ste. 306, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patricia Alonso
Signature

Patricia Alonso
Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:



PATRICIA ALONSO
My Comm Exp. 4/02/98
Bonded By Service Inc
No. CC351476
Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TWO RIVERS INTERNATIONAL, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Alayon & Perlman, P.A.

By: [Signature]
RICHARD ALAN ALAYON, ESQ.
Its President

RECEIVED
96 JAN 30 10 08 L8
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALAYON & PERLMAN, P.A., ATTORNEYS AT LAW, MIAMI, FLORIDA