SURVEN & ADAMB, P.A.

ATTORNETS AT LAW

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TOSA SHRVIN RICHARD de ADASSO die (

6000029601 Egica greeceres i Caretine gaztas i su somo March 20, 1996

ATTN: Corporate Records Secretary of State P.O. Box 6327

Tallahassoo, FL 32314

RE: Articles of Incorporation for Riviora Exclusive Realty, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50 for the Articles of Incorporation of Riviera Exlcusive Realty, Inc. Please send valid Articl's of Incorporation to the undersigned.

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,

J. ADAMS, JR., ESQ.

RJA/mc Enclosures HS96-INADALLA, MC

APR 4 1996 B3B



ARTICLES OF INCORPORATION OF RIVIERA EXCLUSIVE REALTY, INC.

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The undersigned incorporator to these Articles of Incorporation Contact the these articles form a corporation for profit, pursuant to the laws of the state of Florida.

FIRST: The name of the corporation is RIVIERA EXCLUSIVE REALTY, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 100 (One Hundred), all of which shall be one class of common stock having no par value.

FIFTH: The address of its initial registered office is 380 West 49th Street Historian, Florida 33012 and the name of the initial registered agent is Richard J. Adams Jr., Esquire.

SIXTH: The initial board of directors will consist of one director, whose name and address is: Aida T. Adams, whose address is 508 Aragon Avenue, Cural Gables, FL 33134.

SEVENTH: The name and address of the incorporator is Aida T. Adams, whose address is 508 Aragon Avenue, Coral Gables, FL 33134.

EIGHTH: Preemptive Rights shall be as follows: The shareholder of stock of this Corporation shall be entitled to full preemptive right to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is 508 Aragon Avenue, Coral Gables, FL 33134.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

- b. The Corporation authorizes its director to reimburse the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.
- c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the beforementioned incorporator shall be reimbursed.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of RIVIERA EXCLUSIVE REALTY, INC. this 2 day of March, 1996.

AIDA ADAMS, INCORPORATOR AND MEMBER OF BOARD OF DIRECTORS

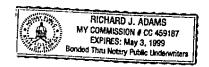
State of Florida))ss County of Dade)

ON THIS day of March, 1996, before me, a notary public duly authorized in the State of Florida, County of Dade, personally appeared AIDA T. ADAMS, known to me to be the persons described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DEGIGNATING THE ADDRESS AND AGENT UPON WHOM PROCESS MAY BE SERVED

FLORIDA, 33012, as its agents to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

RICHARD 5. ADAMS JR, ESQ. REGISTERED AGENT	3/2//96 DATED	50 H3 29
State of Florida) (County of Dade)		9 P.1 2: 27
SWORN TO and subscribed before me this of the control of the contr	Ol day of March, 1 tion, Type o	996. Personally f Identification

My Commission Expires:

