

P96000051830

1201 HAYS STREET
TALLAHASSEE, FL 32301-3007
TEL: (904) 222-1111 FAX: (904) 222-1112

H 0 0 - 1 4 2 - H 0 0 1



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 984507 81758A

AUTHORIZATION :

Patrice Piquet

COST LIMIT : \$ 122.50

ORDER DATE : June 12, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 984507

CUSTOMER NO: 81758A

300001859843

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC FILING

NAME: RIVERWALK COMMERCE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

612-615-671
W96-12501

6/18/96

RECEIVED
JUN 12 AM 11:01
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RECEIVED
96 JUN 13
RESUBMIT
Please give original
mission date as file date.

June 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RIVERWALK COMMERCE, INC.
Ref. Number: W96000012501

We have received your document for RIVERWALK COMMERCE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00029277

96 JUN 12 PM 1:25
STATE
CORPORATIONS

00111 PM 101

00111 PM 101

00111 PM 101

601 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-343-0086

STATE
CORPORATIONS

96 JUN 12 PM 1:26



JUNE 10, 1996

Christino Scalamandro, L.A.
Diventa & Company
4500 PGA Boulevard
Palm Beach Gardens, FL 33410

RECEIVED
JUN 11 1996

Dear Mr. Scalamandro:

Please refer to the following information regarding
your name reservation:

NAME RESERVATION FILING CONFIRMATION

NAME RESERVED : RIVERWALK COMMERCE, INC.
STATE OF RESERVATION : Florida
DATE OF RESERVATION : June 10, 1996
LENGTH OF RESERVATION : 120 Days
RESERVATION NUMBER : R06000002842
(if applicable)

Please contact our office if you have any questions.

Very truly yours,

CORPORATION SERVICE COMPANY

GMC/vlp

FILED
CLERK OF DISTRICT COURT
1ST DISTRICT
95 JUN 12 11 14 AM

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is RIVERWALK COMMERCE, INC. The street and mailing address of the initial principal office of the corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418. The initial registered agent of this corporation at that address is OTTO B. DIVOSTA.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws. The name and address of the initial Director of the Board of Directors of this corporation is:

Otto B. DiVosta

4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Fl. 33418

ARTICLE VII

INCORPORATOR

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

Otto B. DiVosta

4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Fl. 33418

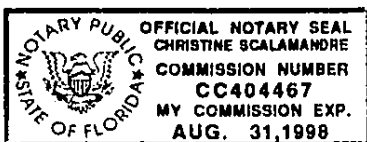
IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation on the 10th day of June, 1996.




Otto B. DiVosta

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me by Otto B. DiVosta, this 10th day of June, 1996. He is personally known to me.





Notary Public
Print Name: Christine Scalamanore
Commission Expiration: CC404467
Commission Number: Aug 31, 1998

CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA; NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

RIVER WALK COMMERCE, INC.

desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Palm Beach Gardens, State of Florida, has named Otto B. DiVosta, located at 45C WGA Boulevard, Suite 400, Palm Beach Gardens, State of Florida, as its agent to accept service of process within this state.

By: 

Otto B. DiVosta

Date: June 17, 1996

Having been named to accept service of process for the above-named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.

By: 

Otto B. DiVosta

Date: June 17, 1996

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P960000

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Riverbank Commerce
Inc.

	C.C. FEE	DISBURSED
Capital _____		
Art. of Inc. File _____		
Corp. _____		
Ltd. Partnership File _____		
Foreign Corp. File _____		
() Cert. Copy(s) _____		
<input checked="" type="checkbox"/> Art. of Amend. File _____		
Dissolution/Withdrawal _____		
C U S- _____		
Fictitious Name File _____		
Name Reservation _____		
Annual Report/Reinstatement _____		
Reg. Agent Service _____		
Document Filing _____		
Corporate Kit _____		
Vehicle Search _____		
Driving Record _____		
Document Retrieval 300002174649-1		
	-05/12/97--01081--082	
	945.00	**35.00
UCC 1 or 3 File _____		
UCC 11 Search _____		
UCC 11 Retrieval _____		
File No.'s _____ Copies _____		
Courier Service _____		
Shipping/Handling _____		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ pgs. _____		
SUBTOTALS _____		

97 MAY - 6 PM 2:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME 5/6 12:00 CK No. _____
 BY _____

WALK-IN Will Pick Up 5/6 12:00

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$ <u>610</u>
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU. -
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
OF
RIVERWALK COMMERCE, INC.

FILED
97 MAY -6 PM 2:22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders and Directors, for the purpose of amending the Articles of Incorporation of RIVERWALK COMMERCE, INC., pursuant to the Florida Business Corporation Act, Florida Statutes §§607.1001, et seq., do hereby adopt the following Articles of Amendment previously approved by all of the shareholders and Directors of the Corporation:

ARTICLE IV - STATED CAPITAL

"The authorized capital stock of the Corporation shall consist of seven thousand five hundred (7,500) shares of \$1.00 par, common voting stock and seven thousand five hundred (7,500) shares of \$1.00 par, common non-voting stock. The common voting stock shall have one (1) vote per share and shall be the only voting stock permitted to vote on any matter affecting the Corporation and the outstanding shares of the Corporation. The common non-voting stock shall not be permitted any vote whatsoever on any matter affecting the Corporation and the outstanding shares of the Corporation at any time. The provisions with respect to the common voting shares and the common non-voting shares shall be identical save the right of the common voting shares to vote and the no vote provision of the common non-voting shares. The provisions of Florida Statutes §607.0732, including any like section of comparable import hereinafter adopted, shall herein govern and an agreement of even date exists between the Shareholders of the Corporation approving and authorizing the provisions set forth herein of the common non-voting shares and common voting shares, including in particular the full and exclusive right of the common voting shares to vote on all matters, one (1) vote per share outstanding, and no right under any circumstances of the common non-voting shares to vote on any matter at any time."

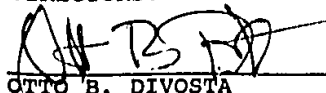
Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's original Articles of Incorporation or any

previous amendments to the Corporation's original Articles of Incorporation, the Corporation's original Articles of Incorporation and any amendments to the Corporation's original Articles of Incorporation shall remain in full force and effect.

All of the shareholders and Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of the State of Florida.

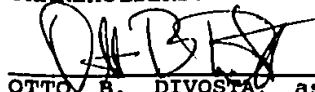
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.

DIRECTORS:



OTTO B. DIVOSTA

SHAREHOLDERS:



OTTO B. DIVOSTA, as initial
Trustee of the Otto B. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto



BETTY J. DIVOSTA, as initial
Trustee of the Betty J. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto