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1201 HAYS STREET

800-342-8086



Premier Hall
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 039074 80467A

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : July 31, 1996

ORDER TIME : 9:10 AM

ORDER NO. : 039074

CUSTOMER NO: 80467A

400001910434

CUSTOMER: Thomas A. Barba, Esq
THOMAS A. BARBA, ESQ

Suite 324
400 South Dixie Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: VALDO RIVA INVESTMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MICHAEL E. KLUNK

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG - 1 PM 1:16

RECEIVED
96 AUG - 1 PM 10:58
DIVISION OF INCORPORATION
8/1/96

96 AUG -1 PM 1:16

ARTICLES OF INCORPORATION
OF
VALDO RIVA INVESTMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VALDO RIVA INVESTMENT, INC.

The address of the principal office of this corporation shall be c/o Thomas Barba 400 South Dixie Highway, Suite 324, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share and 5,000 shares of preferred stock having \$100.00 par value per share (6% noncumulative and nonvoting).

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 1, 1996.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

96 AUG -1 PM 1:16

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

GLS/mke