

P9600069238

1201 BAYS STREET
MIAMI, FL 33136
904 22-0171
904 22-0191

100-12-086

RECEIVED

96 AUG 20 PM 12:52

DIVISION OF CORPORATION



PREMIER RAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 059145 81758A

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 122.50

ORDER DATE : August 20, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 059145

CUSTOMER NO: 81758A

000001927326

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC FILING

NAME: RIVERWALK REAL ESTATE, 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: Daniel W Leggett

EXAMINER'S INITIALS:

8/20/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 3:14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

csc network

The name RIVERWALK REAL ESTATE, INC. has been reserved for 120 days beginning August 14, 1996. The reservation number is R96000003876 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 196A00038614

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

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

96 AUG 20 PM 3:14

ARTICLE I

NAME

The name of this corporation is RIVERWALK REAL ESTATE, 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 names and addresses of the initial Directors of the Board of Directors of this corporation are:

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

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

ARTICLE VII

INCORPORATOR

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

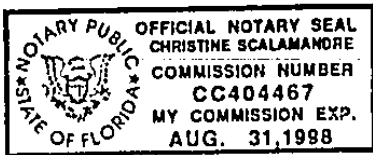
Robert S. Kairalla 4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Fl. 33418

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation on the 19th day of August, 1996.

Robert S. Kairalla
Robert S. Kairalla

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me by Robert S. Kairalla, this 19th day of August, 1996. He is personally known to me.



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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 AUG 20 PM 3:14

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

RIVERWALK REAL ESTATE, 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 4500 PGA 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: August 19, 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: August 19, 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

P96000069238

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Riverwalk Real Estate
Inc

Capital _____
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 _____

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 _____

FEE.....

DISBURSED.....

SURCHARGE.....

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

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/6/97

TIME 12:00 CK No. _____

BY [Signature]

WALK-IN 5/6 12:00 OK per S.P.
Will Pick Up

ARTICLES OF AMENDMENT
OF
RIVERWALK REAL ESTATE, INC.

FILED
97 MAY -6 PM 2:38
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 REAL ESTATE, 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.

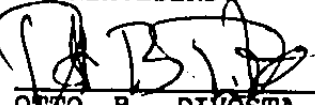
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.


DIRECTORS:


ROBERT S. KATRALLA


CHARLES H. HATHAWAY

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