

LAW OFFICE
RICHARD J. O'NARE
PROFESSIONAL ASSOCIATION

96 AUG 22 PM 3:54
TALLAHASSEE, FLORIDA

1550 MADRUGA AVENUE
SUITE 120
CORAL GABLES, FLORIDA 33146
(305) 661-1600

August 15, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: EAST RIVER ENTERPRISES, INC.
ARTICLES OF INCORPORATION**

Ladies and Gentlemen:

500001930185
-08/23/96--01003--018
****122.50 ****122.50

Enclosed please find the following items:

1. Original and one copy of articles of incorporation;
2. Check in the amount of \$122.50; and
3. Return Federal Express airway bill and envelope.

Please forward the certified copy of the articles to me in the enclosed Federal Express envelope.

If you have any questions or require any additional information, please telephone me.

Thank you for your attention to this matter.

With kind regards, I am,

Very truly yours,

Patricia M. Whipple
Patricia M. Whipple, Esquire

PMW/mls

Enclosures

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PH/13/96
8/13/96

ARTICLES OF INCORPORATION

OF

EAST RIVER ENTERPRISES, INC.

FILED

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is East River Enterprises, Inc.

ARTICLE II - COMMENCEMENT AND DURATION

This corporation shall commence its corporate existence at the time of the filing of these articles of incorporation by the Florida Department of State, and shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to have outstanding at any time 1,000 shares of common stock, at \$0.10 par value.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office and the registered agent of this corporation are as follows:

Patricia M. Whipple
1550 Madruga Avenue, Suite 120
Coral Gables, Florida 33146

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of these articles of incorporation are:

Patricia M. Whipple
1550 Madruga Avenue, Suite 120
Coral Gables, Florida 33146

ARTICLE VII - DIRECTORS

The corporation shall have one (1) director initially. The name and street address of the initial director, who shall hold office until his successor(s) is/are elected, is as follows:

NAME	ADDRESS
Jaime De Carvalho Vilhegas Moreira	1550 Madruga Ave. Suite 120 Coral Gables, FL 33146

ARTICLE VIII - INITIAL OFFICERS

The corporation's initial officers shall be as follows:

PRESIDENT - Jaime De Carvalho Vilhegas Moreira

SECRETARY - Jaime De Carvalho Vilhegas Moreira

TREASURER - Jaime De Carvalho Vilhegas Moreira

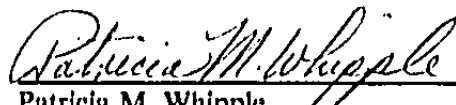
ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any present or former officer, director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I have subscribed my name, this 20 day of August, 1996.


Patricia M. Whipple

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Patricia M. Whipple, to me known to be the person described in and who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of August, 1996.



MARIA LOURDES SUAREZ
My Commission CC334419
Expires Dec. 06, 1997
Bonded by HAI
800-422-1555



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: MARIA LOURDES SUAREZ

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

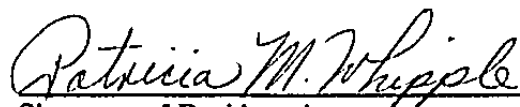
1996
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following STATE
is submitted:

East River Enterprises, Inc., a Florida corporation, with its principal place of business
at 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 has named Patricia M.
Whipple, located at 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 as its
agent to accept service of process within the State of Florida.


Patricia M. Whipple
Title: Incorporator
Date: August 20, 1996

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Signature of Resident Agent
Date: August 20, 1996

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