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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
FROM: ACE INDUSTRIES, INC.  
CONTACT: LYNN FRIEDMAN  
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NAME: RIO NOVO ADMINISTRACAO EMPREENDIMENTOS E PARTICIPACOES CORP,  
AUDIT NUMBER.....R96000012514  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 9, 1996

ACE INDUSTRIES INC.

TALLAHASSEE, FL

SUBJECT: RIO NOVO ADMINISTRACAO EMPREENDIMENTOS E PARTICIPACOES CORP.  
REF: W96000018831

NEW RIVER ADMINISTRATION AND  
PARTICIPATION CORP.

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please provide an English translation for the entity's name in your cover letter.

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) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000012514  
Letter Number: 496A00041896

H96-12514

### ARTICLES OF INCORPORATION

of RIO NOVO ADMINISTRACAO EMPREENDIMENTOS E PARTICIPACOES CORP.  
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: RIO NOVO ADMINISTRACAO EMPREENDIMENTOS E PARTICIPACOES CORP.  
Address of the Corporation: 6001 N.W. 153RD STREET Suite 208  
MIAMI LAKES, FLORIDA 33154


Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000.  
PAR VALUE none (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:  
6001 N.W. 153rd STREET Suite 208, MIAMI LAKES, FLORIDA 33154  
and the name of the initial registered agent at such address is LUIS M. CASTANEDA

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

  
Signature of Registered Agent Date  
LUIS M. CASTANEDA 9/6/96

Article 6: The board of directors are as follows:


The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. MANUEL MARTINHO  
6001 N.W. 153rd STREET Suite 208  
MIAMI LAKES, FLORIDA 33154

Article 7: The Name and address of the incorporator is:

LUIS M. CASTANEDA  
6001 N.W. 153rd STREET Suite 208  
MIAMI LAKES, FLORIDA 33154

In witness whereof I have subscribed my name

  
Signature of Incorporator  
LUIS M. CASTANEDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PREPARED BY:  
**ACE INDUSTRIES, INC.**  
54 NW 11th Street  
Miami, FL 33128  
305-358-2571

H96-12514