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*****70.00 *****70.00

Loria Poole, Corporate Specialist
State of Florida, Division of Corporations
Tallahassee, Florida.

FILED
96 OCT 17 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Loria,

Well as you know, I have made the change to becoming self-employed. So far, So good. Please keep my information handing as I work from home and also have an office here in the Gables as my enclosed card states. We are However looking for a more strategic location towards the Miami Beach area or in Aventura. I'll keep you abreast of further events as they occur.

Anyway , please find enclosed one original and two copies of the articles of incorporation for Rivera Y Compania, along with a check for \$70.00 for filing fees. Please send the filed copy to my address above.

I trust all is well with you and your family, and as always thank you for your superior service kind attention.

Very Truly Yours ;

Manny

[Signature]
10/18

**ARTICLES OF INCORPORATION
FOR
RIVERA Y COMPANIA, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporations Act, Hereby adopts the following Articles of Incorporation.

ARTICLE ONE ; NAME

The name of the corporation shall be ; **RIVERA Y COMPANIA, INC.**

ARTICLE TWO ; PRINCIPAL OFFICE

The principal office and mailing address for this corporation shall be ;
9455 Collins Avenue, Suite 707, Surfside, Florida. 33155

ARTICLE THREE ; SHARES

The number of shares that this corporation is authorized to have outstanding at any time are
500 shares @ 0.01 par value.

**ARTICLE FOUR ; INITIAL REGISTERED AGENT
AND ADDRESS OF THE INITIAL REGISTERED AGENT.**

The initial name and address of the initial registered agent is; Roque J. Rivera ,
9455 Collins Avenue, Suite 707, Surfside, Florida. 33155

ARTICLE FIVE ; INCORPORATOR

The name and address of the incorporator to these articles of incorporation is; Roque J. Rivera ,
9455 Collins Avenue, Suite 707, Surfside, Florida. 33155

**THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF
INCORPORATION ON THIS 10TH, DAY OF OCTOBER, 1996.**


ROQUE J. RIVERA (INCORPORATOR)

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TALLAHASSEE FLORIDA

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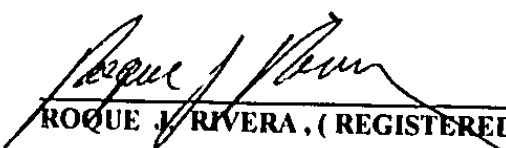
**CERTIFICATE OF DESIGNATION OF THE REGISTERED AGENT AND THE
OFFICE OF THE REGISTERED AGENT IN THE STATE OF FLORIDA.**

PURSUANT to the provisions of section 607.0501 or 617.0501 of the Florida Statutes the undersigned corporation which is organized under the Laws of the State of Florida submit the following statement in designating the registered agent and the office of the registered agent.

The name of this corporation shall be ; **RIVERA Y COMPANIA , INC.**

The name and address of the initial registered agent is ; Roque J. Rivera
9455 Collins Avenue, Suite 707, Surfside, Florida, 33154

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE , I DO HEREBY ACCEPT THE
APPOINTMENT AS THE REGISTERED AGENT AND DO HEREBY AGREE TO
COMPLY FIRMLY WITH THE PROVISIONS OF ALL STATUES RELATING TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AS THE REGISTERED
AGENT. I AM FAMILIAR WITH AND DO ACCEPT THE OBLIGATION OF MY
POSITION AS REGISTERED AGENT ON THIS 10TH , DAY OF OCTOBER , 1996.**


ROQUE J. RIVERA , (REGISTERED AGENT)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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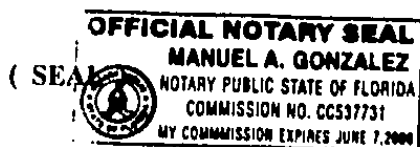
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, The undersigned authority, authorized to take acknowledgements in the State and County aforesaid, personally appeared Roque J. Rivera who is personally known to me, and has acknowledged before me to be the person who has executed the foregoing articles of incorporation for the purpose therein expressed.

IN WITNESS WHEREOF; I have hereunto set my hand and official seal in the State of Florida and the County of Dade, on this 10th Day of October, 1996.

COMMISSION NUMBER CC 537731
MY COMMISSION EXPIRES JUNE 7TH, 2000.




MANUEL A. GONZALEZ
NOTARY PUBLIC