

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904.22-0171
904.22-0393 FAX

800-342-8786



ACCOUNT NO. : 072100000032

REFERENCE : 127995 4303929

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 122.50

ORDER DATE : October 22, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 127995-005

200001983072--6

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: RVR PROPERTIES, 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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
OCT 22 PM 2:17
TALLAHASSEE, FLORIDA

RECEIVED
36 OCT 22 AM 11:03
DIVISION OF CORPORATION

KR
102296

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Craig L. Alvarez
Ediana Armas
Daniel B. Aronson
David C. Ashburn
Charles M. Auslander
James L. Baccus
Fred W. Baggett
Kerri L. Barsh
Lisa Bass
V. C. Beasley
Norman J. Benford
Paul Beckowitz
Bridget Berry
Mark F. Bideau
Lawrence Jon Biehl
Mark D. Bloom
John A. Bondet
Reginald L. Bouthiller, Jr.
Howard Bregman
Francis B. Brogan, Jr.
Burt Bruton
Gabriel Buigas
Christian C. Burden
Bernardo Hurstein
Tucker H. Byrd
Michael J. Cheringa
Ary Chouze
Sue M. Cobb
C. Deryl Couch
John G. Crabtree
Miguel A. De Grandy
Bert Diaz
Alan T. Dimond

Stacey P. Dougan
Lucia A. Dougherty
Candace R. Duff
William B. Eck
Arthur J. England, Jr.
Gary M. Epstein
Orlando Esora
Randolph H. Fields
Jorge L. Freeland
Robin E. Friedman
Robert C. Gang
Richard G. Garrett
Brian K. Gart
Jonathan S. Gelman
David J. George
Dawn I. Giebler
Jeffrey Gilbert
Laurie L. Gilman
Bruce H. Giles Klein
Richard J. Gusto
Lorie M. Gleim
Lawrence Gudofsky
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Sandra C. Gordon
Matthew B. Gorman
Diane Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred E. Harris, Jr.
Lisa Harris
Steven M. Hoffman

Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
John Harrison Hough
Osmond C. Howe, Jr.
Andrew Hulsh
John B. Hutton
Juanna Iglesias
Lisa Iglesias
Alison M. Igne
Frank S. Ioppolo, Jr.
Martin Kulla
Stephen P. Katz
Steven M. Katzman
David S. Kenin
Shepard King
Igal Knobler
Steven J. Kravitz
Alan S. Krieger
J. D. Boone Kuersteiner
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven B. Lapidus
Linda E. Larrea
Nancy B. Lach
David M. Layman
Jeremy P. Leathe
Moshe M. Lehrfield
Susan B. Leishowitz
James P. S. Leshaw
Fred Levinson
Marc S. Levin

Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Louniet
Juan P. Louniet
Bruce E. Mardonough
Alfred J. Malfatto
Samantha D. Malloy
Suzanne Mann
Fernando Margarit
Ines Marrero Priegues
Enrique J. Martin
Pedro A. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel D. Maser
Gregory L. Mayback
Juan J. Mayol, Jr.
Craig T. McClung
Robert R. McDonald
Michael W. McNatt
Teresa J. Moore
Patrick T. O'Brien
Maury R. Olicker
David S. Oliver
Rebecca R. Orand
Debbie M. Orshofsky
David M. Ortu
A. Friesner Pardo
Rose Parish-Ramon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Pennings
Sheldon S. Polish
Roberto R. Pupo

Albert D. Quentel
Daniel E. Reed
C. Ryan Reetz
Barry Scott Richard
Douglas J. Rollstone
Andrés Rivera
Kenneth B. Robinson
Raquel A. Rodriguez
Elizabeth A. Rogers
Marvin S. Rosen
Richard A. Rosenbaum
Eric D. Rosenberg
Ronald M. Rosengarten
David L. Ross
Mark A. Salky
Stephen D. Sanford
Gary A. Saul
Justin J. Sayfie
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Julie M. Schwartz
Frank Scruggs
Randy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
H. Allan Shore
Lawrence Silverman
Marlene K. Silverman
Holly R. Skulnick
Lori A. Sochin
Charles E. Stiver, Jr.
Joel L. Stocker
Michael J. Sullivan
I. Todd Sumner

Jeffrey S. Tenen
Robert H. Trauria
Peter L. Tunis
Merrill A. Ulmer
Brian J. Walsh
Keith Wasserstrom
Fern S. Watts
Ellis D. Wenkey
Gary Weinfeld
Jeffrey Weithorn
David E. Wells
Howard W. Whitaker
Kelley Whiter
William S. Wilson
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Arthur C. Young
Diana S.C. Zeydel

Of Counsel

Mark A. Buckstein
Peter J. Fides, II
Arnold J. Hoffman
Patricia Menendez Gambo
Ambler B. Moss, Jr.
Janice W. Newman
Allan Salovin
Paul E. Shapiro
Marc M. Watson
Julie A.S. Williamson
Melvin N. Greenberg
(1928-1994)

Myrna Norman Golinsky
(305) 789-5375

October 21, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: RVR PROPERTIES, INC.

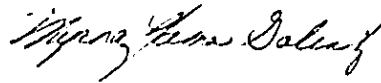
Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
October 21, 1996
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Norman Golinsky".

Myrna Norman Golinsky
Legal Assistant

**ARTICLES OF INCORPORATION
OF
RVR PROPERTIES, INC.**

FILED
96 JUN 22 10 31 AM '97
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **RVR PROPERTIES, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is
1221 Brickell Avenue, Suite 2200, Miami, FL 33131

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Cid J. Jardim
Rua Jesuino Arruda 769, 8th Floor
Sao Paulo, Brazil

ARTICLE VII

The name of the Incorporator is Cid J. Jardim and the address of the Incorporator is Rua Jesuino Arruda 769, 8th Floor, Sao Paulo, Brazil.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

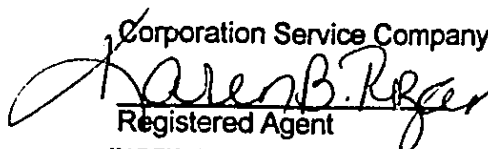
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of October, 1996.



Cid J. Jardim

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RVR PROPERTIES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Registered Agent

KAREN B. ROZAR
Dated: October 22, 1996