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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RIVERA INVESTMENTS, INC.

AUDIT NUMBER...... H96000017225

DOC TYPE..... FLORIDA PROPIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 6

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Correction on Fax Audit

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 9, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RIVERA INVESTMENTS, INC.

REF: W96000025771

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

The FAX audit number must be on the top and bottom of each page of the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley Corporate Specialist FAX Aud. #: H96000017225 Letter Number: 396A00055023

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ARTICLES OF INCORPORATION

07

RIVERA INVESTMENTS, INC.

The undersigned, HECTOR DORADILLO, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

RIVERA INVESTMENTS, INC.

The principal office of the Corporation will be:

13899 Biscayne Boulevard. Miami, Florida 33181

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the

-1-

IRA R. SHAPIRO, ESQUIRE Florida Bar No. 308943 13899 Biscayne Blvd., #400 Miami, Florida 33181 (305) 944-3936

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Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of "his Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

v

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 400, Miami, Florida 33181. The initial Registered Agent for the Corporation in IRA R. SHAPIRO located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one

year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

HAME

ADDRESS

HECTOR DORADILLO

13899 Biscayne Blvd. Miami, FL 33181

IIIV

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

NAME

ADDRESS

HECTOR DORADILLO

13899 Biscayne Blvd. Miami, PL 33181

IX

GENERAL PROVISIONS:

- (a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

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(d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 29 day of November,

HECTOR DORADILLO

STATE OF FLORIDA

)68:

COUNTY OF DADE

The foregoing instrument was acknowledged or worn to and subscribed before me by HECTOR DORADILLO this day of November, 1996.

OFFICIAL SEAL!

MARC A. GUTMAN

My Commission Expires:

Commission/Serial Number (if any)

Personally Known OR Produced Identification _______
Type of Identification: Driver's License ____ Other:______

My Commission Explos Feb. 10, 1997,

OTARY PUBLIC

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

RIVERA INVESTMENTS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That RIVERA INVESTMENTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named IRA R. SHAPIRO, located at 13899 Biscayne Boulevard, Suite 400, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the abovestated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IRA EL SHAPIRO,

Registered Agent

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