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Jeffrey W. Hamilton

Claudia C. Carrillo
of Counsel

April 9, 1997

VIA FEDERAL EXPRESS

Attorneys Title Insurance Fund
Attn: Barbara
660 East Jefferson Street Suite 200
Tallahassee, Florida 32301

RE: Riviera Dunes Resorts, Inc., a for-profit corporation

Dear Barbara:

Enclosed please find an original Articles of Incorporation with regard to the above captioned corporation, along with our checks in the amount of \$122.50 and \$8.75.

Please walk these through the Secretary of State's office and fax a certified copy of the articles as well as a certificate of good standing to us at the above number tomorrow afternoon. Please bill our account for any and all charges for your services. Our member number for Landmark Title is 20586 and our account number is 50650.

Thank you very much for your assistance in this matter.

Sincerely,



Jeffrey W. Hamilton

JWH/cmc

Enclosures



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04/10/97 01074-019
****122.50 ****122.50

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04/10/97 01074-020
*****8.75 *****8.75

97 APR 10 PM 1:10
97 APR 10 PM 1:10
STATE OF FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

RIVIERA DUNES RESORTS, INC.

FILED
97 APR 10 PM 4:14
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be RIVIERA DUNES RESORTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

408 7th Street West
Palmetto, Florida 34221

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of:

- A. Land development, and
- B. Engaging in any other lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

common stock having no par value.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

NAME	ADDRESS
Linda Svenson	408 7th Street West Palmetto, Florida 34221
Sidney Wall	408 7th Street West Palmetto, Florida 34221
Michael Fernandez	408 7th Street West Palmetto, Florida 34221

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold offices as provided in the Bylaws.

ARTICLE VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall

address shall be:

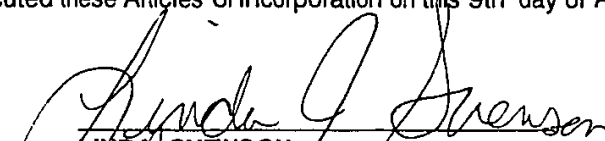
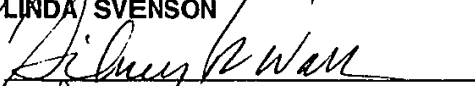
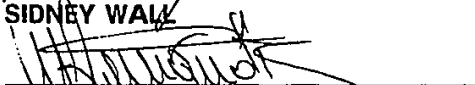
Linda Svenson

ARTICLE X - INCORPORATOR

The name and address of the incorporators are:

NAME	ADDRESS
Linda Svenson	408 7th Street West Palmetto, Florida 34221
Sidney Wall	408 7th Street West Palmetto, Florida 34221
Michael Fernandez	408 7th Street West Palmetto, Florida 34221

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 9th day of April, 1997.


LINDA J. SVENSON

SIDNEY WALL

MICHAEL FERNANDEZ

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9th day of April, 1997, by LINDA J. SVENSON, SIDNEY WALL, and MICHAEL FERNANDEZ, who are personally known to me and who did not take an oath.

Notary Public

My Commission Expires:

(SEAL)

ACCEPTANCE

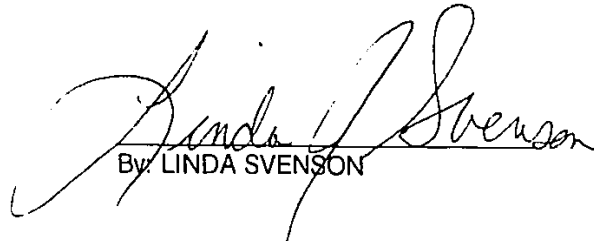
NOTE: THIS FORM IS PROVIDED BY THE DEPARTMENT OF STATE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is RIVIERA DUNES RESORTS, INC.
2. The name of the registered agent is LINDA SVENSON
3. The address of the registered agent/registered office is: 408 7th Street West, Palmetto, Florida 34221

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: LINDA SVENSON