

P970000043225

EFFECTIVE DATE

TSXESX97 5/12/97 FLORIDA DIVISION OF CORPORATIONS
12:04 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000008020 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: WIND RIVER MANAGEMENT, INC. AUDIT NUMBER.....H97000008020 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..1
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
\$78.75 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 MAY 15 PM 1:51
TALLAHASSEE, FLORIDA

Rm 5/15/97

HP7 000008030

FILED
97 MAY 15 PM 1:51
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EFFECTIVE DATE

OF

WIND RIVER MANAGEMENT, INC.

The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

Article 1.

NAME OF CORPORATION

The name of the Corporation is **WIND RIVER MANAGEMENT, INC.**

Article 2.

PURPOSE

The general purposes for which the Corporation is organized is to engage in and transact any lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article 3.

EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be deemed to be May 12, 1997 and the term of existence of the corporation is perpetual.

Page 1

Prepared by: LAW OFFICES OF CUERVO & PARKS, P.A. - 1940 Harrison St., #303, Hollywood, FL 33020
305-928-8260-FLA. BAR#572063

HP7 000008030

HP700008020

Article 4.

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock. Such shares shall be of a single class and shall have ONE DOLLAR (\$1.00) value per share.

Article 5.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation shall be: 750 North Dixie Highway, Hollywood, Florida 33020 and the mailing address shall be 750 North Dixie Highway, Hollywood, Florida 33020.

Article 6.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of the Corporation is 750 North Dixie Highway, Hollywood, Florida 33020 and the name of its initial Registered Agent at that address is GINO DEMOLINER.

Article 7.

INCORPORATOR

The names and post office addresses of the Incorporator is:

**GINO DEMOLINER
750 North Dixie Highway
Hollywood, Florida 33020**

HP700008020

Article 8.

DIRECTORS OF CORPORATION

The number of Directors constituting the initial Board of Directors is TWO. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and mailing address of the initial Director of the Corporation is as follows:

ANNE DEMOLINER
750 North Dixie Highway, Hollywood, Florida 33020

GINO DEMOLINER
750 North Dixie Highway, Hollywood, Florida 33020

Article 9.

SPECIAL PROVISION - Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

Article 10.

SPECIAL PROVISION - Self Dealing

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of any other corporation. Any director or directors of the corporation, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is

HS700000 8020

interested and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or parties to, or interested in, such contract, act or transaction in or in any way connected with such person or persons, firm or corporation. Further, any director of the corporation may vote upon any contract or agreement entered into with a subsidiary or affiliated corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on 13th day of May, 1997.

Incorporator:

by: 
GINO DEMOLINER

ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as Registered Agent for WIND RIVER MANAGEMENT, INC., as set forth in the foregoing Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0601(3), and is familiar with and accepts all such obligations associated with this position.

DATED this 13th day of May, 1997.


GINO DEMOLINER
as Registered Agent

FILED
97 MAY 15 PM 1:51
TALLAHASSEE, FLORIDA

HS700000 8020