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P97000055347

June 16, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: RIO-OAKS CORP.
ARTICLES OF INCORPORATION

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and check payable to the Department of State in the amount of \$70.00.

FROM: Hilda M. Porro, Esq.
12769 W. Forest Hill Blvd.
Suite E
Wellington, FL 33414
(561) 798-3994

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 11:30

6/24

ARTICLES OF INCORPORATION

OF

RIO-OAKS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 11:30

ARTICLE I - NAME

The name of this corporation is RIO-OAKS CORP..

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 12773 West Forest Hill Blvd., Suite 210, Wellington, Florida 33414.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12773 West Forest Hill Blvd., Suite 210, Wellington, Florida 33414 and the name of the initial registered agent of this corporation at that address is Rhonda J. Carter.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

Enrique Rionda
12773 W. Forest Hill Blvd.
Suite 210
Wellington, FL 33414

Gaven Dietzel
11920 47th Road North
Royal Palm Beach, FL 33411

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is: Rhonda J. Carter, 12773 West Forest Hill Blvd., Suite 210, Wellington, Florida 33414.

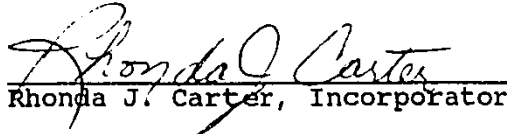
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of June, 1997.


Rhonda J. Carter, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of June, 1997, by Rhonda J. Carter, who is personally known to me or who has produced Drivers License as identification and who did take an oath.

Notary Public:

Sign Gail A. Stormes

Print GAIL A. STORMES

State of Florida at Large

My Commission Expires:

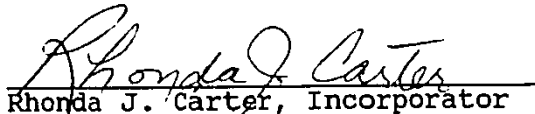
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 AM 11:30

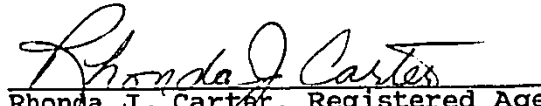
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Rio-Oaks Corp..
2. The name and address of the registered agent and office is:

RHONDA J. CARTER
12773 West Forest Hill Blvd.
Suite 210
Wellington, Florida 33414


Rhonda J. Carter, Incorporator
Date: 6-16-97

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


Rhonda J. Carter, Registered Agent
Date: 6-16-97