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July 14, 1997

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Riverside Management Company

Dear Sir/Madam:

Please find enclosed for filing five originals of the Articles of Incorporation of Riverside Management Company ("Articles"). Please file the Articles and return four copies to us stamped filed. We have enclosed our check in the amount of \$122.50 which represents the fees associated with this filing. We have also enclosed a completed Federal Express airbill and would appreciate your returning the filed Articles to us by Federal Express.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Vivian E. Wright

Vivian E. Wright
Administrative Assistant

Enclosures

cc: J. Whitney Wallingford, Esq.

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7.16.97

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97 JUL 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIVERSIDE MANAGEMENT COMPANY

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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporations Act.

ARTICLE I

Name

The name of the Corporation is Riverside Management Company.

ARTICLE II

Purposes

The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

(1) To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the

corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

(2) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

(3) To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining "hereunto";

(c) franchises, licenses, grants, and concessions.

(4) To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

ARTICLE III

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV

Shares

The total number of shares which the Corporation is authorized to issue is 1,000 common shares, without par value. The Common Shares shall have one vote per share, shall have all voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall, other than as specified therein, be without distinction as to powers, preferences and rights.

ARTICLE V

No Preemptive Rights

The shareholders of the Corporation shall not have a preemptive right to acquire the Corporation's unissued shares or securities of the Corporation convertible into or carrying a right to subscribe for or acquire shares.

ARTICLE VI

Number of Directors; Distributions; Redemption

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be two (2).

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to make distributions, from time to time, to the Corporation's shareholders.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors is two (2) the name and address of each person who is to serve as director is as follows, each such person to serve until the first annual meeting of the shareholders and until his successor in office is elected and shall qualify:

Ralph Stacey, Jr.
899 N.W. Fourth Street
Miami, Florida 33128

Richard E. Stacey
899 N.W. Fourth Street
Miami, Florida 33128

ARTICLE VIII

Registered Office; Registered Agent

The address of the initial registered office of the Corporation is 899 N.W. Fourth Street, Miami, Florida 33128, and the name of the initial registered agent at such address is Richard E. Stacey.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporators and is made a part of these Articles of Incorporation.

ARTICLE IX

Principal Office

The address of the principal office of the Corporation is 899 N.W. Fourth Street, Miami, Florida 33128.

ARTICLE X

Incorporators

Richard E. Stacey and Ralph Stacey, Jr., whose addresses are 899 N.W. Fourth Street, Miami, Florida 33128 are the incorporators of the Corporation.

ARTICLE XI

Indemnification of Directors and Officers

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any director, officer, or such other person as the Board of Directors may determine, of the Corporation from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XII

Elimination of Certain Liability of Directors

The corporate existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Florida Secretary of State.


ARTICLE XIII

Severability of Provisions

If any provision of these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

IN TESTIMONY WHEREOF, witness the signature of the incorporator, this ____ day of June, 1997.


Richard E. Stacey, Incorporator


Ralph Stacey, Jr. Incorporator

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 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:


Richard E. Stacey

Date:

7/7/97

LEX-24224-1