

P970000069616

FILED
97 AUG 12 AM 11:54
TALLAHASSEE, FLORIDA

8/11/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:07 PM

((H97000013145 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: RIVERWOOD DEVELOPMENT CORP.

AUDIT NUMBER.....H97000013145

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

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

3

BM 8/11/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

PAM FRIEDMAN
54 NW 11TH ST.
MIAMI, FL 33136

SUBJECT: RIVERWOOD DEVELOPMENT CORP.
REF: W97000018525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6878.

John Nadeau
Document Specialist

FAX Aud. #: H97000013145
Letter Number: 197A00040696

ATTN: BECKY
MCKNIGHT

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-1345

ARTICLES OF INCORPORATION

97 AUG 12 AM 11:54
FLORIDA

Article 1: Name of Corporation CHOICE DEVELOPMENT CORP.
Address of Corporation 18400 WEST DIXIE HIGHWAY SUITE D
NORTH MIAMI BEACH, FLORIDA 33160

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT HOWARD SHIDLOWSKY
and 18400 WEST DIXIE HIGHWAY #D
REGISTERED OFFICE: NORTH MIAMI BEACH, FL 33160

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 8/11/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. HOWARD SHIDLOWSKY
18400 WEST DIXIE HIGHWAY SUITE D
NORTH MIAMI BEACH, FLORIDA 33160

Article 5: The Name and Address of the INCORPORATOR is:
HOWARD SHIDLOWSKY
18400 WEST DIXIE HIGHWAY SUITE D
NORTH MIAMI BEACH, FLORIDA 33160

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator
HOWARD SHIDLOWSKY

H97-1345
Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

P97 000069617

WILLIAM T. KIRTLEY, P.A.

ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
FAX
(941) 955-4027

2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

August 8, 1997

FILED
97 AUG 11 PM 12:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

7000002262797--3
-08/11/97--01011--005
***122.50 ***122.50

Re: GULF STAR, INC.

Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for GULF STAR, INC. Also enclosed is a check in the amount of \$122.50 covering the filing fee, the designation of agent fee and the cost of one certified copy.

Please file the enclosed Articles of Incorporation at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,



Catherine J. Scott
Certified Legal Assistant

Enclosures

8/12/97 TM

ARTICLES OF INCORPORATION

OF

GULF STAR, INC.

ARTICLE I - Name

The name of the corporation is:

GULF STAR, INC.

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

Unit No. B-608
1800 Ben Franklin Drive
Sarasota, Florida 34236

ARTICLE III - Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, \$.01 par value.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2940 South Tamiami Trail, Sarasota, Florida 34239 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

ARTICLE V - Incorporator

The name and address of the person signing these Articles is: WILLIAM T. KIRTLEY, 2940 South Tamiami Trail, Sarasota, Florida 34239.

FILED
97 AUG 11 PM 12:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

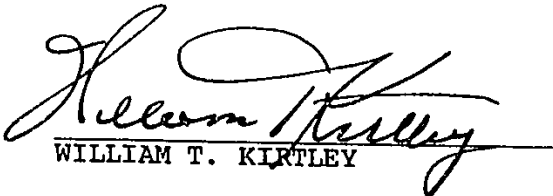
ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

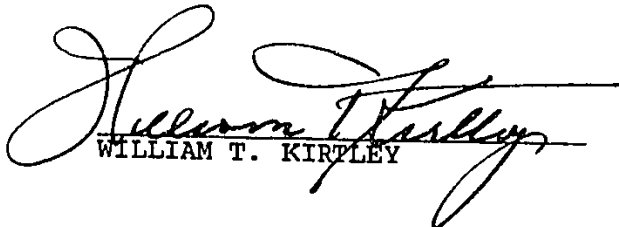
ARTICLE VII - Indemnification

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

WITNESS my hand and seal at Sarasota, Florida this 8th day of August, 1997.


WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


WILLIAM T. KIRTLEY

FILED
97 AUG 11 PM 12:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA