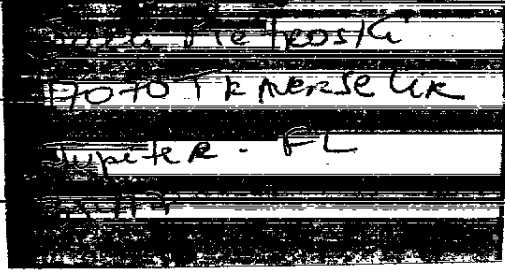


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rio, C & S, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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ARTICLES OF INCORPORATION

RIO, C & S, Inc.

These Articles of Incorporation are signed by the incorporator to form a profit corporation under the Florida Business Corporations Act (FBCA), as amended:

ARTICLE I

The name of the corporation is RIO, C & S, INC.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the FBCA.

ARTICLE III

The total authorized shares is 60,000 shares of common stock at no par value. Each share is entitled to one vote on all matters submitted to the shareholders of the corporation, and each share shall have all of the same rights and preferences as each other share.

ARTICLE IV

The holders of common stock of the corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares of common stock when the board decides to issue them. A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

There is no preemptive right with respect to:

1. shares issued as compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates;
2. shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates;
3. shares authorized in the articles that are issued within six months from the effective date of incorporation;

4. shares issued other than for money; or
5. shares of any class of capital stock of this corporation with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares of common stock of the corporation.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the board that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

For purposes of Article IV, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

ARTICLE V

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following: (1) a breach of the director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not made in good faith or that involve intentional misconduct or a knowing violation of law; (3) a violation of Florida law; or (4) a transaction from which the director derived an improper personal benefit. If the FBCA is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained in these articles of incorporation, shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. No amendment or repeal of article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of any director occurring before the effective date of any such amendment or repeal.

ARTICLE VI

Any action required or permitted by the FBCA to be taken at an annual or special shareholders meeting may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the

holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, to its principal place of business, or to an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the corporate action taken without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

ARTICLE VII

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder of it, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in the manner that the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders, and also on this corporation.

ARTICLE VIII

The address of the initial registered office is:
17070 Traverse Cir. Jupiter, FL. 33477 The name of the initial
resident agent at the registered office is Sueli Pietroski
The principal place of business is the same as the registered office.

ARTICLE IX

The name and address of the incorporator is Sueli
PIETROSKI
17070 Traverse Cir. Jupiter - Florida -- 33477.

Dated: 10/21/97

Sueli Pietroski

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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, C & S, INC.

2. The name and address of the registered agent and office is:

SUELI PIETROSKI

(Name)

17070 TRAVERSE CIR.

(P.O. Box not acceptable)

JUPITER FLA - 33477

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated 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 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.

Sueli Pietroski
(Signature)

10/21/97

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL