

P97000102854

CLAUDIO NIRO  
2944 NW 98 AVENUE  
MIAMI, FLA 33178

November 20, 1997

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-12/04/97--01047--008  
\*\*\*\*122.50 \*\*\*\*122.50

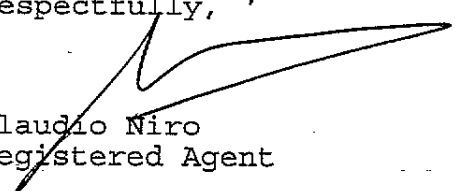
Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee , Fla 32399

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of SOUTH RIVER INVESTORS CORP. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as SOUTH RIVER INVESTORS CORP. is greatly appreciated.

Respectfully,

  
Claudio Niro  
Registered Agent

FILED  
97 DEC -4 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97-12-8-97

ARTICLES OF INCORPORATION  
OF  
SOUTH RIVER INVESTORS CORP.

FILED  
97 DEC -4 AM 9: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is SOUTH RIVER INVESTORS CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind , class or series as that which he already holds , 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 VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 2944 NW 98 AVENUE, MIAMI, FLA 33178.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is Claudio Niro at 2944 NW 98 AVENUE, MIAMI, FLA 33178.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

2944 NW 98 AVENUE  
MIAMI, FLA, 33178

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time , in accordance with the by-laws of the corporation , but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Claudio Niro	2944 NW 98 AVENUE MIAMI, FLA 33178
Christian Dominguez	2944 NW 98 AVENUE MIAMI, FLA 33178

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is :

Claudio Niro  
2944 NW 98 AVENUE  
MIAMI, FLA 33178

ARTICLE XI - BY-LAWS

The power to adopt , alter , amend or repeal by-laws shall be vested in the Board of Directors.

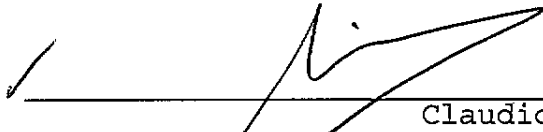
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation , or any amendment thereof , and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS THEREOF , the undersigned subscriber has executed these Articles of Incorporation on this 20th day of November, 1997.

  
\_\_\_\_\_  
Claudio Niro

STATE OF FLORIDA

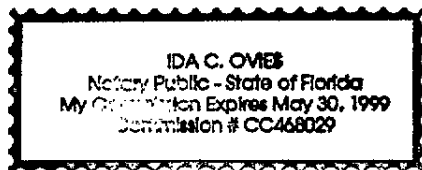
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 20th day of November, 1997 , by Claudio Niro.

  
\_\_\_\_\_  
Notary Public  
State of Florida

Personally known to me  
(or I.D. shown).

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE , NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.  
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In pursuance of Chapter 48.091 , Florida Statutes , the following  
is submitted in compliance with said Act:

SOUTH RIVER INVESTORS CORP., desiring to  
organize under the laws of the State of Florida , with its  
principal offices as indicated in the Articles of Incorporation  
has named Claudio Niro at 2944 NW 98 AVENUE, MIAMI, FLA 33178  
as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-  
named corporation , at the place designated in this Certificate ,  
I hereby accept to act in that capacity , and agree to comply  
with the provisions of said Act relative to keeping open said  
office.

By: 

Claudio Niro

FILED  
97 DEC -4 AM 9: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA