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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RIVERQUEST ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000006513

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

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ARTICLES OF INCORPORATION

OF

RIVERQUEST ENTERTAINMENT, INC.

EFFECTIVE DATE

4/4/98

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is RIVERQUEST ENTERTAINMENT, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the execution hereof.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 1000. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 830 Lincoln Road, 2nd Floor, Miami Beach, FL 33139, and the name of its initial registered agent at such address is HERIBERTO RIVERO, JR.. The principal office and mailing address of the corporation is 830 Lincoln Road, 2nd Floor, Miami Beach, FL 33139.

This instrument prepared by:
Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7621

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Director is as follows:

HERIBERTO RIVERO, JR.
830 Lincoln Road, 2nd Floor
Miami Beach, Florida 33139

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

HERIBERTO RIVERO, JR.
830 Lincoln Road, 2nd Floor
Miami Beach, Florida 33139

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Florida on the 4th day of April, 1998.


HERIBERTO RIVERO, JR.

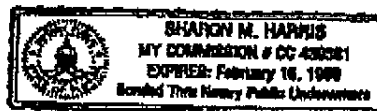
STATE OF FLORIDA:
COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared HERIBERTO RIVERO, JR. and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 4th day of April, 1998, and who did take an oath.



Notary Public at Large, State
of Florida

My commission expires:



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JONAS AND SILBERMAN, P.A.,

EMPIRE CORPORATE KIT P.03/04
APR-03-1998 16:25
1902 998 (503) 598-7621 • FAX (305) 598-7621 • TEL: (305) 598-7621 • 1902 998 (503) 598-7621
CITY NATIONAL BANK BUILDING - 300 7TH STREET, SUITE 405 - MIAMI BEACH, FLORIDA 33141

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, HERIBERTO RIVERO, JR., and hereby acknowledges his appointment as the registered agent of RIVERQUEST ENTERTAINMENT, INC., and he is familiar with, and accepts, the obligations of that position.


HERIBERTO RIVERO, JR.

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