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VIA AIRBORNE EXPRESS

Airbill No. 4353059174

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
Tel 904.488.9000

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-04/10/98--01085--018
****131.25 ****131.25

Re: Articles of Incorporation of Rivercliff, Inc.

Dear Sir or Madam:

Enclosed herewith, please find an original and two copies of the Articles of Incorporation of Rivercliff, Inc. for filing. I have enclosed a check in the amount of \$131.25, representing the \$70.00 filing fee, \$52.50 for a certified copy of the filing and \$8.75 for a Certificate of Good Standing.

Should you have any questions or require additional information, please call me in our Miami office at (305) 446-5663. Thank you for your assistance in this matter.

Very truly yours,

Mary Ann Y. David
Mary Ann Y. David
Legal Counsel

Enclosures

cc: Michael K. Northrop, Esquire

FILED
98 APR 10 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/14/98

**ARTICLES OF INCORPORATION
OF
RIVERCLIFF, INC.**

ARTICLE I

Name

The name of this Corporation shall be **Rivercliff, Inc.**

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

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98 APR 10 AM 9:29
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TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN	CLIFFORD D. ROSEN	RANDY RUTTENBERG
215 S.W. LeJeune Road	215 S.W. LeJeune Road	215 S.W. LeJeune Road
Miami, Florida 33134	Miami, Florida 33134	Miami, Florida 33134

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

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

Mary Ann Y. David, Esquire
215 S.W. LeJeune Road
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9th day of April, 1998.


MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA §
 §
COUNTY OF DADE §

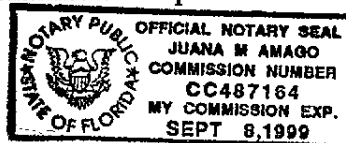
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 9th day of April, 1998.

Juana M. Amago
Notary Public, State of Florida

Juana M. Amago
Type/Print/or Stamp Name of Notary

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for **Rivercliff, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 9th day of April, 1998.

Mary Ann Y. David
Mary Ann Y. David

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