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D'ARCY R. CLARIE
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KENNETH C. DEACON, JR.
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V. JEAN OWENS
CHARLES F. REISCHMANN
WILLIAM E. REISCHMANN, SR.
REBECCA L. SHAW
IRENE H. SULLIVAN
KENNETH C. WHALEN

LAW OFFICES
HARRIS, BARRETT, MANN & DEW

WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
SUITE 750

TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0550
FAX (813) 289-5331

PLEASE REPLY TO:

Tampa

150 SECOND AVENUE NORTH, SUITE 1500
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 898-0227

SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
FAX (813) 345-0342

765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

October 18, 1996

Via Federal Express

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

000001982300--4
-10/22/96--01040--016
****122.50 ****122.50

Gentlemen:

RIVER BAY PROPERTIES, INC. ^{EFFECTIVE DATE} 10-29-98

Enclosed please find an original of the Articles of Incorporation of The ~~WIAN2B Rich Corp.~~, together with our client's check payable to the Secretary of State in the amount of \$122.50 to cover the costs of filing these Articles. After the Articles have been filed, please return them in the enclosed, self-addressed envelope. Thank you for your cooperation in this regard.

If you have any questions, please do not hesitate to contact me.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco
Frank J. Greco

FJG:js
Enclosures

509-625

SIGNED IN MR. GRECO'S
ABSENCE TO AVOID DELAY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 PM 2:38

PP
05-01-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 24, 1996

HARRIS, BARRETT, MANN, ET. AL.
ATTN: FRANK J. GRECO
1715 NORTH WESTSHORE BLVD. #750
TAMPA, FL 33607-3926

SUBJECT: WAN2B RICH CORP.
Ref. Number: W96000022694

We have received your document for WAN2B RICH CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00049247

ARTICLES OF INCORPORATION
OF
RIVER BAY PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -1 PM 2:38

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **RIVER BAY PROPERTIES, INC.**

ARTICLE II

PURPOSE

EFFECTIVE DATE
04-29-98

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par
value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the
date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 608 S. 22nd Street, Tampa, Hillsborough County, Florida 33605.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Blvd., Suite 750, Tampa, Hillsborough County, FL 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have two (2) directors, as follows:

NAME	ADDRESS
Lorraine Carrillo	608 S. 22nd Street Tampa, Florida 33605
Fernando Hevia, III	608 S. 22nd Street Tampa, Florida 33605

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
Lorraine Carrillo	608 S. 22nd Street Tampa, Florida 33605

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Lorraine Carrillo

Dated this 29th day of April, 1998.

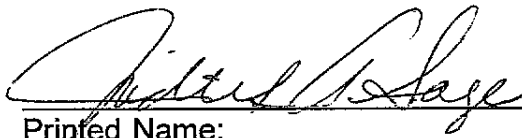


Lorraine Carrillo
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of April, 1998, by Lorraine Carrillo, who is personally known to me or who has produced _____ as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:

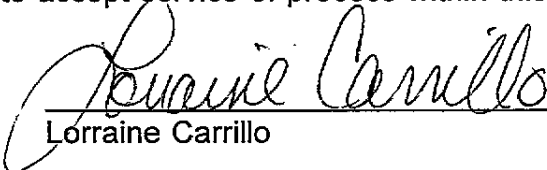


Judith A. Sage
MY COMMISSION # CC578560 EXPIRES
August 20, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

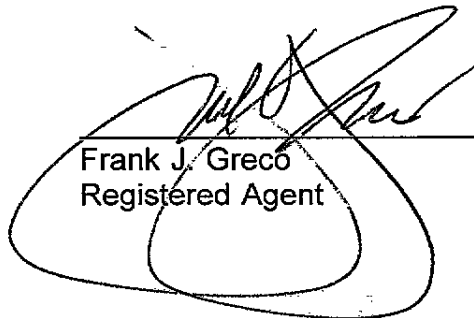
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That RIVER BAY PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. WESTSHORE BLVD., SUITE 750, TAMPA, FLORIDA 33607, as its agent to accept service of process within this state.


Lorraine Carrillo

ACKNOWLEDGMENT

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


Frank J. Greco
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 PM 2:38