

P98000062337  
LAW OFFICES  
COTTRELL, WARCHOL, MERCHANT & ROLLINGS

JAMES L. COTTRELL  
MARTHA S. WARCHOL  
WILLIAM C. MERCHANT  
Certified Circuit Court Mediator  
Court Appointed Arbitrator  
HARVEY ROLLINGS  
Certified Family Law Mediator  
Certified Circuit Court Mediator  
ROBERT E. BONE, JR.  
TRACY L. COGHILL

1633 SOUTHEAST 47TH TERRACE  
CAPE CORAL, FLORIDA 33904  
OR  
POST OFFICE BOX 767  
CAPE CORAL, FLORIDA 33910  
(941) 542-0700  
FAX (941) 542-8627  
REAL ESTATE FAX (941) 542-5689  
E-MAIL: cwmr@paganet.com

July 10, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir:

RE: RIVERVIEW ENTERPRISES, INC.

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

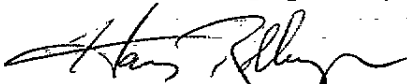
\$35.00 filing fee  
\$35.00 registered agent fee  
\$52.50 certified copy

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-07/13/98--01121--010  
\*\*\*\*122.50 \*\*\*\*122.50

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,



HARVEY ROLLINGS

Enclosures

HR:ncr

File #20671

Dmc  
7/15/98

FILED  
98 JUL 13 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

98 JUL 13 AM 9:12

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RIVERVIEW ENTERPRISES, INC.

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name **RIVERVIEW ENTERPRISES, INC.**, and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be **RIVERVIEW ENTERPRISES, INC.**, located at City of Cape Coral, County of Lee, State of Florida.

Article II

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

Article III

The authorized capital stock which the corporation may issue shall be 5000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 1633 SE 47th Terrace, the City of Cape Coral, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified

following the first meeting of Board of Directors shall be:

MICHAEL MEZZENGA 1432 Rosewood Court New Brighton, MN 55112	-	President and Director
<del>Tom Houck</del> TOM HOUCK 1133 Roselawn St. Paul, MN 55113	-	Vice President, Secretary, Treasurer and Director

#### Article IX

The names and post office addresses of the incorporators of this corporation are as follows:

MICHAEL MEZZENGA  
1432 Rosewood Court  
New Brighton, MN 55112

~~Tom Houck~~  
TOM HOUCK  
1133 Roselawn  
St. Paul, MN 55113

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is 1633 SE 47th Terrace, Cape Coral, Florida, 33904 and the name of the initial registered agent of this corporation at that address is Harvey Rollings.

#### Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, 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 XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

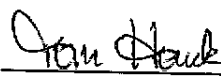
#### Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or

proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

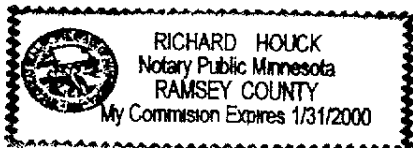
WE SET OUR HAND AND SEAL THIS 3 DAY OF JULY, 1998.

  
MICHAEL MEZZENGA

  
TOM HOUCK  
Tom Houck

STATE OF FLORIDA) ) ss.  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of July, 1998 by MICHAEL MEZZENGA, who is personally known to me ~~or who has produced \_\_\_\_\_ as identification~~, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.



  
Print Name: RICHARD J. HOUCK  
Notary Public

My commission expires: 1/31/2000

In pursuance of Chapter 607.0501, Florida Statutes,  
following is submitted, in compliance, with said Act:

First That RIVERVIEW ENTERPRISES, INC., desiring to organize  
under the laws of the State of Florida, with its principal office,  
as indicated in the Articles of Incorporation, at City of Cape  
Coral, County of Lee, State of Florida, has named Harvey Rollings,  
located at 1633 SE 47th Terrace, City of Cape Coral, County of Lee,  
State of Florida, as its agent to accept service of process within  
this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the  
abovestated 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.

By: 

Harvey Rollings  
Registered Agent

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98 JUL 13 AM 9:12

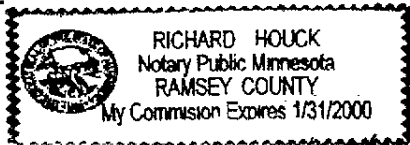
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) ss.

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of July, 1998 by TOM ~~HUCK~~<sup>Houch</sup>, who is personally known to me ~~or~~ who has produced \_\_\_\_\_ as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.



Print Name: Richard J. Hausck  
Notary Public

My commission expires: 1/31/2000