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September 30, 1998

CERTIFIED MAIL # 2 256 186 823

Corporate Records Bureau  
Division of Corporations  
409 East Gaine Street  
P. O. Box 6327  
Tallahassee, FL 32301

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-10/12/98--01114--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: RIO ENTERPRISES, INC.

Dear Sir/Madam:

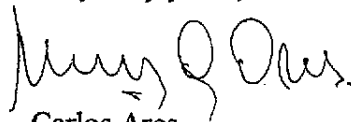
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the certified copy of the Articles to this office.

Our check number 266 in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fees:	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Your prompt attention to this matter is appreciated.

Very truly yours,



Carlos Ares  
330 S.E. 20th Ave. #316  
Deerfield Beach, FL 33441  
1-954-422-5670

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 AM 9:29

R. Purinton OCT 13 1998

ARTICLES OF INCORPORATION

OF

RIO ENTERPRISES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 OCT 12 AM 9:29

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be RIO ENTERPRISES, INC. and the initial address of this corporation shall be 330 S.E. 20th Ave., #316, Deerfield Beach, FL 33441.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share Stock</u>	<u>Class of</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## ARTICLE V

The initial registered office of this corporation shall be at 330 S.E. 20th Ave., # 316, Deerfield Beach, FL 33441, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial Registered Agent at that address shall be CARLOS ARES.

## ARTICLE VI

This corporation shall have one Director initially. The name and street address of the initial Director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is CARLOS ARES, 330 S.E. 20th Ave., #316, Deerfield Beach, FL 33441

## ARTICLE VII

This corporation shall have one Officer initially. The name and street address of the initial Officer who shall hold office for first year of the corporation, or until his/her successor is elected or appointed is CARLOS ARES, 330 S.E. 20th Ave., #316, Deerfield Beach, FL 33441.

## ARTICLE VIII

The name and address of the incorporators are Carlos Ares and Virginia Ares, 330 S.E. 20th Ave., #316, Deerfield Beach, FL 33441.

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or an Officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation, or not so interested.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

Carlos Ares  
Carlos Ares

The foregoing instrument was acknowledged before me this 30 day of September 1998 by Carlos Ares who is personally known to me or who has produced as identification and who did/did not take an oath.

Lillian F. Lorraine  
NOTARY PUBLIC

My Commission Expires:



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

In compliance with the laws of Florida, the following is submitted:

First, that Rio Enterprises Inc. desiring to organize under  
the laws of the State of Florida, has named Carlos Ares as its statutory Resident Agent.

Having been named the statutory Registered Agent of the above corporation at the place  
designated in this certificate, I hereby accept the same and agree to act in this capacity,  
and agree to comply with the provisions of Florida law relative to keeping the registered  
office open, and I accept the obligations of section 607.325 F.S.

Carlos Ares  
Registered Agent

Dated: This 30 day of September, 1998

The foregoing instrument was acknowledged before me this 30 day of September,  
1998 by Carlos Ares, who is personally known to me or has produced  
as identification and who did/did not take an  
oath.

Lillian F. Lorraine  
NOTARY PUBLIC

My Commission Expires:



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