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GRIMES, GOEBEL ET AL OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
CONTACT: JACK M MAAG
PHONE: (941)748-0151

ACCT#: 072460000742

FAX #: (941)748-0158

NAME: RIVIERA DUNES RESORTS MANAGEMENT COMPANY

AUDIT NUMBER.....H98000020413

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NO. 8911 P. 2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1998

GRIMES, GOEBEL, GRIMES & HAWKINS COMPANY

SUBJECT: RIVIERA DUNES RESORTS MANAGEMENT COMPANY
REF: W98000024876

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VII states there will be 2 director(s), whereas 4 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION 98 NOV -3 AM 11: 48

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIVIERA DUNES RESORTS MANAGEMENT COMPANY

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Riviera Dunes Resorts Management Company. The Principal office and mailing address shall be 590 Haben Boulevard, Palmetto, Florida 34222.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1,000 shares of common stock having a nominal or par value of \$.10 per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent at such address will be Caleb J. Grimes. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Caleb J. Grimes, Esquire/FL Bar #264636
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158
H98000020413

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Linda J. Svenson, whose address is 590 Haben Boulevard, Palmetto, Florida 34222.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial Directors of this corporation and their street address is:

<u>Name</u>	<u>Address</u>
Dennis D. Bradford	Summit Center, Suite 144 13575 58th Street North Clearwater, Florida 33760
Michael A. Fernandez	590 Haben Boulevard Palmetto, Florida 34222
Joseph G. Lubeck	Summit Center, Suite 144 13575 58th Street North Clearwater, Florida 33760
Linda J. Svenson	590 Haben Boulevard Palmetto, Florida 34222

ARTICLE IX. OFFICERS

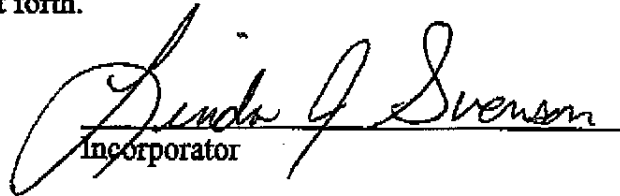
The executive officers of this corporation shall be a President, an Executive Vice President, an Administrative Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

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ARTICLE X. AMENDMENT

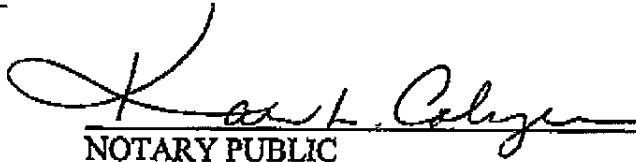
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.


Incorporator

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 29 day of October, 1998 by Linda J. Svenson, who has produced P.D.L. as identification or who is personally known to me and ~~who did not take an oath.~~


NOTARY PUBLIC

My Commission Expires:



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GRIMES, GOEBEL ET AL

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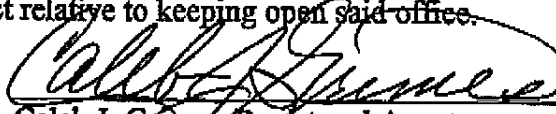
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Riviera Dunes Resorts Management Company desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 590 Haben Boulevard, Palmetto, Florida 34222, with Caleb J. Grimes as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


Caleb J. Grimes, Registered Agent

DATED this the 29th day of OCTOBER, 1998.

L:\RealEstate\Riviera\Articles of Inc. of Management Co\jmm\October 28, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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