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CORPORATE ACCESS, INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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Rio Vista Capital, Inc.

(CORPORATE NAME & DOCUMENT #)

100002756321-1
-01/27/99-01049-016
****131.25 ****87.50

(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

T. SMITH JAN 27 1999

ARTICLES OF INCORPORATION
OF
Rio Vista Capital, Inc.

The Undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Rio Vista Capital, Inc.

ARTICLE II - PLACE OF BUSINESS

The address of the corporation is:

1548 SE. 14th Street
Fort Lauderdale, Florida 33316

County of Broward

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - SHAREHOLDERS

This corporation shall have TWO (2) shareholders each owning 500 shares:

Robert G. Zinn
1548 SE. 14th Street
Fort Lauderdale, Florida 33316
County of Broward

Jeffery D. Brody
271 Jacaranda Drive
Plantation, FL 33324
County of Broward

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the Initial Registered Agent is:

Robert G. Zinn
1548 SE. 14th Street
Fort Lauderdale, Florida 33316

County of Broward

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name(s) and address(es) of director(s) is(are) as follows:

Robert G. Zinn
1548 SE. 14th Street
Fort Lauderdale, Florida 33316
County of Broward

Jeffery D. Brody
271 Jacaranda Drive
Plantation, FL 33324
County of Broward

ARTICLE VII - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in or transacting any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII - TERM OF EXISTENCE

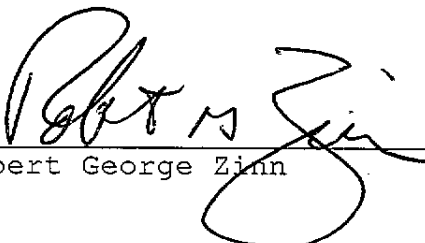
This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR(S)

The name and address of the undersigned incorporator to these Articles of incorporation is as follows:

Robert G. Zinn
1548 SE. 14th Street
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th of January, 1999


Robert George Zinn

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

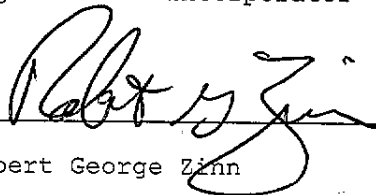
Rio Vista Capital, Inc.

2. The name and address of the registered agent and office is:

Robert G. Zinn
1548 SE. 14th Street
Fort Lauderdale, Florida 33316

County of Broward

Signature of Incorporator


Robert George Zinn

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

1/20/99
Date


Robert G. Zinn
Rio Vista Capital Inc.

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