

P99000029738

March 1, 1999

Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

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-03/29/99--01124--017
*****78.75 *****78.75

Gentlemen:

Enclosed please find Articles of Incorporation of **RIVERSTONE GROUP INC.**

Also enclosed is a check in the amount of \$78.75 for filing fees, registered agent designation and certified copy.

Very truly yours,

Andres Palomino

Andres Palomino
6765 West Flagler Street
Miami, Florida 33144

EFFECTIVE DATE
4-15-99

FILED
99 MAR 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION BY PHONE TO GAVE
CORRECT name & address of RA
DATE Art VII
DOCS. EXAM SD

SHARON

MAR 31 1999

ARTICLES OF INCORPORATION

Of

RIVERSTONE GROUP INC.

FILED
99 MAR 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

RIVERSTONE GROUP INC.

EFFECTIVE DATE
4-15-99

ARTICLE II

The Corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

The effective date of this Corporation is April 15, 1999

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, and which common stock shall be of (shall have a par value of \$1.00 per share)

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws of written agreement among the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The by-laws may provide for commutative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 6765 West Flagler Street, Miami, FL 33144

The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is:

Address: Jorge Hernandez
6765 West Flagler Street
Miami, FL 33144

ARTICLE VIII

The business of the corporation shall be manage by a Board of Directors consisting of not less that (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an 'Executive Committee'.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors

and state of corporate officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Andres Palomino	President	607 Clifton Avenue North Newark, NJ 07104
Maria Elena Bobadilla	Vice-President	10317 SW 24th Street #204 Miami, Florida 33165
Nila Hernandez	Secretary-Treasure	9950 SW 32nd Street Miami, FL 33165

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

1st

day of March, 1999.

[Signature]

[Signature]
New Hampshire

STATE OF FLORIDA

COUNTY OF State

Sworn to and subscribed before me this 1st day
of March, 1999

[Signature]
Notary Public

ORIGINAL NOTARY SEAL
LUCAS SUAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0047155
EXPIRATION DATE: 12/31/01

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

Name Value	Address	Shares	Cash
Andres Palomino	607 Clifton Avenue North Newark, NJ 07104	33.33	166.66
Maria Elena Bobadilla	10317 SW 24th Street #204 Miami, Florida 33165	33.34	166.67
Nila Hernandez	9950 SW 32nd Street Miami, Florida 33165	33.33	166.67

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under *1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

STATE OF FLORIDA
DEPARTMENT OF STATE

**Certificate Designating Place of Business or Domicile for the Service of
Process Within this State, Naming Agent Upon Whom Process May be
Served and Names and Addresses of the Officers and Directors.**

**The following is submitted, in compliance with Chapter 48.091, Florida
Statutes:**

RIVERSTONE GROUP INC.

a corporation organized (or organizing) under the laws of the State of

Florida with in its principal office at 6765 West Flagler Street, Miami, FL 33144

, has named Jorge Hernandez **, located at**

6765 West Flagler Street, Miami, FL 33144

State of Florida, as its

agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
Andres Palomino	President	607 Clifton Avenue North Newark, NJ 07104
Maria Elena Bobadilla	Vice-President	10317 SW 24th Street #204 Miami, Florida 33165
Nila Hernandez	Secretary-Treasurer	9950 SW 32nd Street Miami, FL 33165

DIRECTORS:

Specific Address

By *A. Alomino*
Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Jose Hernandez
Resident Agent

FILED

99 MAR 29 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA