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ACCOUNT NO. : 072100000032

REFERENCE : 247420 4303929

AUTHORIZATION : Patricia Pujato

COST LIMIT : \$ 78.75

ORDER DATE : May 20, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 247420-015

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 20 PM 4:50

FILED

40000291154-5

DOMESTIC FILING

NAME: ATLAS-RIVIERA, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

MJM  
5/20/99

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATE SERVICES  
TALLAHASSEE, FLORIDA

99 MAY 20 PM 2:28

RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**ATLAS-RIVIERA, INC.**

FILED  
99 MAY 20 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is ATLAS-RIVIERA, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 11550 S.W. 95 Avenue, Miami, Florida 33176.

**ARTICLE III**

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock, having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

Jack Casagrande  
11550 S.W. 95 Avenue  
Miami, Florida 33176

**ARTICLE VII**

The name of the Incorporator is Joseph A. Marinello and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4th day of May, 1999.

  
\_\_\_\_\_  
Joseph A. Marinello, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ATLAS-RIVIERA, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Service Company

  
\_\_\_\_\_  
By: Karen Rozar, As Agent

Dated: May 20, 1999

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

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