

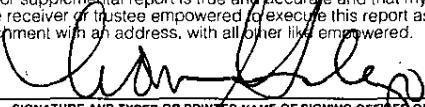


2004 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Jun 18, 2004 8:00 am
Secretary of State

06-18-2004 90001 021 ***558.75

| | | | | | |
|---|--|--|--|---|--|
| DOCUMENT # P99000061971 1. Entity Name RIVERS TRADE & INVESTMENT, CORP. | | | |  | |
| Principal Place of Business 601 BRICKELL KEY DRIVE SUITE 805 MIAMI, FL 33131 | | | Mailing Address 601 BRICKELL KEY DRIVE SUITE 805 MIAMI, FL 33131 | | |
| 2. Principal Place of Business 232 Andalusia Avenue | | 3. Mailing Address 232 Andalusia Avenue | | <div style="font-size: 24pt; font-weight: bold;">54057855</div>  <div style="display: flex; justify-content: space-between; font-size: 10pt;"> 06092004 Chg-P CR2E034 (10/03) </div> | |
| Suite, Apt. #, etc. Suite 202 | | Suite, Apt. #, etc. Suite 202 | | | |
| City & State Coral Gables, Florida | | City & State Coral Gables, Florida | | | |
| Zip 33134 | Country US | Zip 33134 | Country US | 4. FEI Number 65-0933615 | |
| 6. Name and Address of Current Registered Agent ALLEN & GALEGO 601 BRICKELL KEY DRIVE SUITE 805 MIAMI, FL 33131 | | | | 7. Name and Address of New Registered Agent Name GALEGO & FUENTES Street Address (P.O. Box Number is Not Acceptable) 232 Andalusia Avenue Suite 202 City Coral Gables FL Zip Code 33134 | |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____ | | | | | |
| FILE NOW!!! FEE IS \$550.00 Due by September 8, 2004 | | 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees | | | |
| 10. OFFICERS AND DIRECTORS | | | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | PSD GALEGO, NORA 601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131 | <input type="checkbox"/> Delete | | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | SS ALLEN, ROBERT N JR 601 BRICKELL KEY DRIVE, SUITE 805 MIAMI, FL 33131 | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition | | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | | |
| 12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. | | | | | |
| SIGNATURE:  | | | 6/10/04 305-444-9000 | | |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR | | | Date Daytime Phone # | | |

Attachment

Doc. # 99000061971

54057855

OFF. REC. 1871902070

FAX AUDIT NUMBER H99000017049

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 and the name of the initial registered agent at such office is the law office of Allen & Galego.

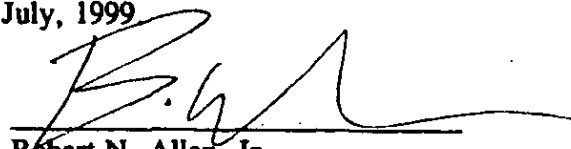
ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 12th day of July, 1999


Robert N. Allen, Jr.
Incorporator

FAX AUDIT NUMBER H99000017049

Attachment

Doc. # H99000061971

OFF. REC. 1871902071

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FAX AUDIT NUMBER H99000017049

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Rivers Trade & Investment, Corp., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 12th day of July, 1999.

Allen & Galego

BY:

Robert N. Allen, Jr.
President

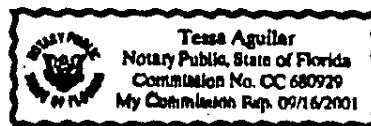
The foregoing instrument was acknowledged before me on this 12th day of July, 1999 by Robert N. Allen, Jr. to me personally known and who have taken the oath.

Tessa Aguilar
Notary Public, State of Florida

Tessa Aguilar
(Print Name)

My Commission Expires: 9/16/2001

Dated as of the 12th day of July, 1999.



FAX AUDIT NUMBER H99000017049

Attachment
1 Doc. # 9900061921
OFF. REC. 1871902072

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN
CLERK CIRCUIT COURT

34057855

CORPORATE RESOLUTION AND INCUMBENCY CERTIFICATE

I, **RENATO INACIO MAYER**, as President and Secretary of **RIVERS TRADE & INVESTMENT, CORP.**, a corporation formed under the laws of the state of Florida ("Corporation"), do hereby certify that the following is a true and correct copy of a resolution adopted by the Corporation at a duly called Meeting held on the 13th day of July, 1999, at which all the Directors were present personally or telephonically throughout:

RESOLVED: That the Corporation agrees to purchase a Condominium from **2600 ISLAND BOULEVARD, INC.**, a Delaware corporation, for the sum of **\$810,000.00** and is hereby authorized to mortgage the following described property by obtaining a loan from **BAC FLORIDA BANK**, in the sum of **\$600,000.00**:

Unit 1702, in **2600 ISLAND BOULEVARD WILLIAMS ISLAND, A CONDOMINIUM**, according to the Declaration of Condominium thereof, as recorded September 19, 1997, under Clerk's File Number 97R427296, in Official Records Book 17797, at Page 2609, of the Public Records of Dade County, Florida, as amended, together with an undivided interest in the common elements appurtenant thereto.

FURTHER RESOLVED: That, **RENATO INACIO MAYER**, the President of this Corporation is hereby authorized to execute on behalf of the Corporation any and all documents necessary to consummate the purchase of the Property as well as the financing of the acquisition of the Property.

I **FURTHER CERTIFY** that the following individuals are the duly elected officers of the Corporation holding the positions set forth next to their names:

Renato Inacio Mayer - President and Secretary

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation, and have affixed the Corporate Seal of the Corporation to this Certificate this 13 day of July, 1999.



RENATO INACIO MAYER, Secretary

Attachment

54052855

Dec. 77
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OFF. REC. 1871912069

is a true
and certified copy
of the original

FAX AUDIT NUMBER H99000017049

99R397207 1999 JUL 30 13:02

ARTICLES OF INCORPORATION

OF

Rivers Trade & Investment, Corp.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Rivers Trade & Investment, Corp., (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

Preparer:

Robert N. Allen, Esq.

Allen & Galego** (see fictitious name filing for registered agent)

601 Brickell Key Drive, Suite 805

Miami, Florida 33131

Ph: (305) 372-3300

FL BAR NO. 0329576

FAX AUDIT NUMBER H99000017049

CRP-