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99 SEP - 1 FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7-12

MEMORANDUM

DATE: July 17, 1999

TO: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

700002937267--2
-07/21/99-01026-016
****122.50 ****78.75

FROM: Robert W. McClure, Esq.

MATTER: The American Riviera, Inc./
Articles of Incorporation

Enclosed please find the original and one copy of Articles of Incorporation for The American Riviera, Inc. and trust check no. 1087 in the amount of \$ 122.50 payable to the "Secretary of State" for the filing fee.

Please file the original Articles and deliver to this office a certified copy of the filing as soon as possible.

Thank you.

Enclosures

RWM/rm

F. CHESSEN SEP 1 1999

W-17482

T99 203



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 28, 1999

ROBERT W MCCLURE PA
500 5TH AVE STE 509
NAPLES, FL 34102

SUBJECT: THE AMERICAN RIVIERA, INC.
Ref. Number: W99000017482

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE AMERICAN RIVIERA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 599A00038517

**ARTICLES OF INCORPORATION
OF
THE AMERICAN RIVIERA
OF SOUTHWEST FLORIDA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation ("Corporation") is THE AMERICAN RIVIERA OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The existence of the Corporation shall begin on upon the filing of these Articles with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 27241 Bay Landing Drive, Suite 3, Bonita Springs, Florida 34135.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 27241 Bay Landing Drive, Suite 3, Bonita Springs, Florida 34135. The initial registered agent for the Corporation at that address is Carla E. Bonten.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Carla E. Bonten
27241 Bay Landing Drive, Suite 3,
Bonita Springs, Florida 34135

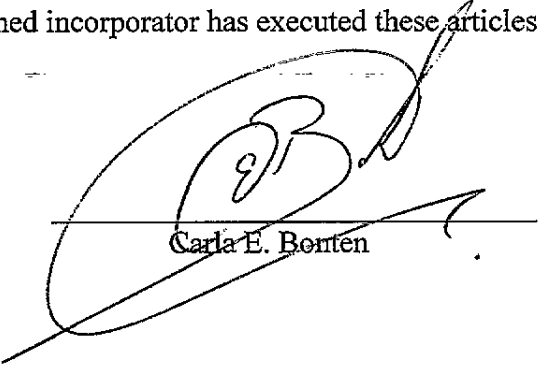
ARTICLE VII

The name and street address of the person signing these articles of incorporation is Carla E. Bonten, 27241 Bay Landing Drive, Suite 3, Bonita Springs, Florida 34135.

ARTICLE VIII

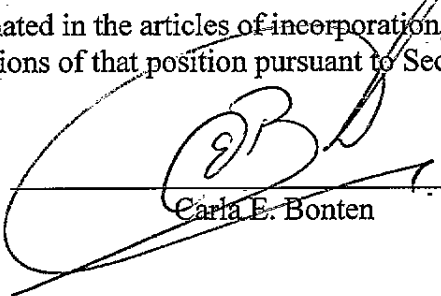
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15 day of August, 1999.


Carla E. Bonten

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE AMERICAN RIVIERA OF SOUTHWEST FLORIDA, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), F.S.


Carla E. Bonten

Date: August 15, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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