

P99000105299

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000030756 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4051

From: Account Name : HOLLAND & KNIGHT OF MIAMI  
Account Number : 072203000603  
Phone : (305) 374-8500  
Fax Number : (305) 789-7799

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC -6 PM12:42

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Riles & Company, Inc.

Certificate of Status	I
Certified Copy	I
Page Count	04
Estimated Charge	\$87.50

000#18509224001#				27505#95000#36000#18509224001#			
DESTINATION				DST TEL #			
DOCUMENT #	TIME STORED	TIME SENT	DURATION	PAGE(S)	MODE	RESULT	
4200000-072	12. 3 15:49	12. 3 15:49	1.17	5	ECM	OK	

(FRI) DEC 9 1999 15:51

\*\*\*\*\*  
TRANSMISSION REPORT  
\*\*\*\*\*  
M. Culligan DEC 6 - 1999

TO 27505#22222#2222 P.01/05

DEC 06 1999 10:50 FR HOLLAND AND KNIGHT



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 3, 1999

HOLLAND & KNIGHT

SUBJECT: RILES & COMPANY, INC.  
REF: W99000027623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ON THE RIGHT HAND SIDE OF THE ARTICLES IS TOO LITE MOST OF THE WORDS ARE NOT LEGIBLE.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H99000030756  
Letter Number: 899A00057138

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

FILED

ARTICLES OF INCORPORATION

99 DEC -6 PM 12:42

OF

RILES & COMPANY, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of RILES & COMPANY, INC. under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I.

The name and business address of this corporation are RILES & COMPANY, INC., 180 Arvida Parkway, Coral Gables, Florida 33156.

ARTICLE II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida.

ARTICLE III.

This corporation is authorized to issue only one class of shares to be designated Common Stock, par value \$.001 per share. The total number of shares of Common Stock which this corporation shall have the authority to issue shall be one thousand (1,000).

ARTICLE IV.

The name of the initial registered agent and the address of the initial registered office are Intrastate Registered Agent Corporation, 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE V.

The corporation elects not to be governed by Florida Statute Section 607.0902, as such may be amended from time to time, relating to control-share acquisitions.

ARTICLE VI.

The corporation elects not to be governed by Florida Statute Section 607.0901, as such may be amended from time to time, concerning affiliated transactions.

This instrument was prepared by:  
Steven H. Hagen, Esq., Florida Bar No.: 310743  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131 Tel. (305) 374-8500  
Fax (305) 789-7799

FAX AUDIT NO.: H99000030756 3

ARTICLE VII.

1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

2. Indemnification of Corporate Agents. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII.

The name and street address of the incorporators are Patrick J. Riley and Christine C. Riley, 180 Arvida Parkway, Coral Gables, Florida 33156.

The undersigned incorporators for the purpose of forming a corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2 day of Dec., 1999.

  
Patrick J. Riley, Incorporator

  
Christine C. Riley, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

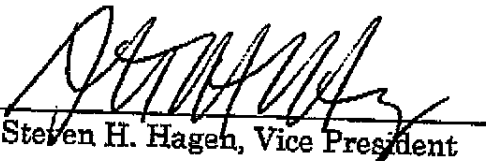
That RILES & COMPANY, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 2nd day of December, 1999.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By:   
Steven H. Hagen, Vice President

MIA1 #878027 v1

**FILED**  
99 DEC -6 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA