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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
STUART M. SILVERMAN, P.A.

CRYSTAL CORPORATE CENTER
2500 NORTH MILITARY TRAIL, SUITE 490
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BOCA RATON, FLORIDA 33481-2315

TELEPHONE (561) 289-9319
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September 24, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

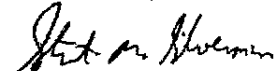
Re: CONTIGO THERAPEUTIC RIDING CENTER, INC.

Dear Sir or Madam:

Enclosed please find an original and a copy of the articles of incorporation of Contigo Therapeutic Riding Center, Inc. and the filing fee in the amount of \$87.50.

Should you have any questions or comments please do not hesitate to give me a call.

Sincerely yours,



Stuart M. Silverman, Esq.

SMS/sel
CC: Ms. Lori N. Benrubi

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**ARTICLES OF INCORPORATION OF
CONTIGO THERAPEUTIC RIDING CENTER, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. *Name.* The name of the corporation is as follows: **CONTIGO THERAPEUTIC RIDING CENTER, INC.**

ARTICLE 2. *Purpose.* The corporation is a not for profit corporation.

(a) The specific and primary purposes for which this corporation is formed is to establish and operate a not for profit therapeutic and recreational riding and research facility dedicated to people with disabilities, people with special needs and to assist handicapped individuals through riding therapy and hippotherapy.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office, nor shall this corporation carry on any other activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986.

ARTICLE 3. *Powers.* Solely for the above purposes, the corporation shall have the following powers:

(a). To engage in any lawful enterprise whether commercial, industrial or agricultural calculated to be profitable to this Corporation and in keeping with its stated purposes in Article 2 above including working with other similar type centers located inside and outside of Florida.

(b). To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers:

1. Purchase, take, receive lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest in such property, wherever situated, as may be necessary and proper for carrying on its legitimate affairs. Sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all

of its property and assets.

2. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of such shares, interests, or obligations.

3. Make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, annuities, and other obligations; and to secure any of its obligations by mortgage, pledge, deed of trust of all or any part of its property, franchises, and income.

4. Invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

5. Conduct its affairs, carry on its operations, and have its offices within and without Florida, and to exercise in other states, territories, districts, or possessions of the United States, or in any foreign country, the powers granted in these articles of incorporation and granted by the Florida Statutes, Section 617.0302.

6. Elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation.

7. Make and alter bylaws not inconsistent with its articles of incorporation or with the laws of Florida for the administration and regulation of the affairs of the corporation.

8. Use, distribute, and apply its income and assets, either directly or indirectly or through any religious, charitable, benevolent, or educational institution, corporation, association, or agency, as the directors may at any time determine; and generally to do all things lawful and incidental to, or reasonably necessary for, the carrying out of the purposes and objects of the corporation

9. Receive and take by gift, grant, assignment, transfer, devise, or bequest, any real or personal property in trust for any charitable, religious, educational, scientific, or benevolent purposes and for such other purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions of the trust.

(c). To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

(d). To do any other things as are incidental to the powers of the corporation or necessary

or desirable in order to accomplish the purposes of the corporation.

ARTICLE 4. *Initial Registered Office and Agent.* The street address of the initial registered office of the corporation is: 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431. The name of its initial registered agent at that address is: Stuart M. Silverman.

ARTICLE 5. *No Members.* The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 6. *Not For Profit.* The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE 7. *Limitation.* No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 (Purposes) of these Articles.

ARTICLE 8. *Tax Exempt Status.* It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 9. *Principal Office.* The principal office of the Corporation shall initially be at 605 South Ocean Drive Hollywood, Florida 33019, but the Corporation shall have the power to relocate the principal office and to establish branch offices at any other place within or without the State of Florida as may be determined from time to time.

ARTICLE 10. *Board of Directors.* There shall be a board of directors consisting of at three individuals. Subject to the articles of incorporation, bylaws of this Corporation and the laws of the State of Florida, the initial Board of Director shall hold office for the first year. After that,

each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The initial directors are:

NAME	ADDRESS
Lori N. Benrubi	858 Harrison Street Hollywood, FL 33020
Sandra Coiffman-Yohros	21055 Yacht Club Drive, Apt. 406 Aventura, FL 33180
Stuart M. Silverman	2500 N. Military Trail, Suite 490 Boca Raton, FL 33431

ARTICLE 11. *Dissolution.* On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).


ARTICLE 12. *Officers.* The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 13. *Incorporator.* The name and street address of each incorporator is as follows:
Lori N. Benrubi, 858 Harrison Street, Hollywood, FL 33020.

ARTICLE 14. *Bylaws.* The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 15. *Amendment.* The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

In, witness, the undersigned incorporator has signed these articles of incorporation on September 24th, 2003


LORI N. BENRUBI

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. *Name of the corporation:*

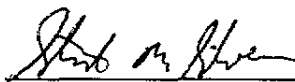
CONTIGO THERAPEUTIC RIDING CENTER, INC.

2. *Name and address of the registered agent and office:*

Stuart M. Silverman 2500 N. Military Trail, Suite 490, Boca Raton, FL 333431

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 24th, 2003


STUART M. SILVERMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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