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LEZARUS CORPORATE FILING SERVICE, INC.

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3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SANTA GERTRUDIZ PASOFINO HORSE, INCORPORATED

(Corporation Name)

(Document #)

2. INCORPORATED

(Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/  
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SANTA GERTRUDIZ PASOFINO HORSE,  
INCORPORATED**

**FILED**  
00 MAR 14 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I-NAME**

The name of this corporation is: SANTA GERTRUDIZ PASOFINO HORSE  
INCORPORATED.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue 60 shares of one dollar par value common stock.

**ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

24100 SW 122 Avenue

MIAMI, FLORIDA

The name of the initial registered agent of this corporation at that address is:

SERGIO A. RAMIREZ

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.

Date: 3/13/00

Sergio A. Ramirez

SERGIO A. RAMIREZ, Registered Agent

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Director initially. The number of directors may be increased or diminished from time to time as

provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President	:	SERGIO A. RAMIREZ
Vice President	:	HECTOR FABIO GIRALDO
SECRETARY	:	ELIZABETH GIRALDO
TREASURER	:	GUSTAVO RAMIREZ

#### ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

SERGIO A. RAMIREZ, 24100 SW 122 AVENUE, MIAMI, FLORIDA

#### ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<u>SANTA GERTRUDIZ LTDA</u>	60 shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his hares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation, or any amendment hereto, and may right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13 day of March, 2000.

Sergio A. Ramirez  
SERGIO A. RAMIREZ, PRESIDENT

**NOTARY CERTIFICATE**

STATE OF FLORIDA     )  
                                  )  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SERGIO A. RAMIREZ, to me known to be the persons described in and who executed the attached ARTICLES OF INCORPORATION and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): ( X ) Florida Drivers License (    ) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of March

(Seal)

ARELYS GOVIN  
Notary Signature

My Commission Expires:  
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FILED  
00 MAR 14 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA