

MICHAEL C. GONGORA
Attorney and Counselor At Law

P01000056105

May 21, 2001

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

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-05/24/01--01087--005
*****78.75 *****78.75

RE: SPADE RANCH, INC.

Dear Sir or Madame:

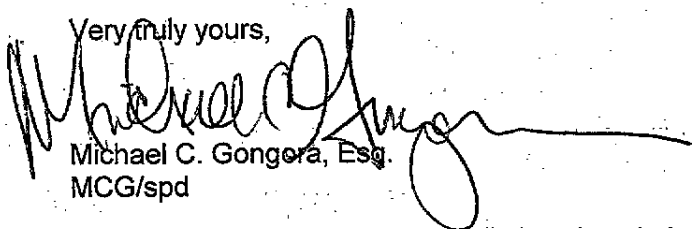
Enclosed please find my law firm check in the amount of \$78.75 along with Articles of Incorporation incorporating Spade Ranch, Inc. for filing.

Kindly assign a document number and return a stamped copy of the Articles of Incorporation directly to the incorporator. Thank you for your assistance in this matter. Jon Sleeper

If you have any questions please do not hesitate to contact me.

6770 Indian Creek Drive, Suite 11L
Miami Beach, Florida 33141

Very truly yours,



Michael C. Gongora, Esq.
MCG/spd

Enc: check
Articles of incorporation

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUN -6 PM 4:08

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

MICHAEL C. GONGORA, ESQ
1620 DREXEL AVE STE 100
MIAMI BEACH, FL 33139

SUBJECT: SPADE RANCH, INC.
Ref. Number: W01000012432

We have received your document for SPADE RANCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 601A00033219

**ARTICLES OF INCORPORATION
OF
A FLORIDA CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I CORPORATE NAME

The name of this corporation shall be

Spade Ranch, Inc.

A Florida corporation.

ARTICLE II NATURE OF CORPORATE BUSINESS

To engage in the rendering of services for investment and to further carry on any and all business authorized by the laws governing the State of Florida.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue 1000 shares at \$.10 per share par value.

ARTICLE IV INITIAL REGISTERED AGENT

The corporation's initial registered agent in the State of Florida shall be:

Michael C. Gongora, Esq.
1620 Drexel Avenue, Suite 100
Miami Beach, FL 33139

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

 5/14/01

ARTICLE V CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

6770 Indian Creek Drive, Suite 11L
Miami Beach, Florida 33141

ARTICLE VI CORPORATION'S REGISTERED OFFICE ADDRESS

1620 Drexel Avenue, Suite 100
Miami Beach, FL 33139

ARTICLE VII BOARD OF DIRECTORS

The number of Directors for this corporation shall be no less than one and no more than six.

ARTICLE VIII INITIAL DIRECTORS

The names and post office addresses of each member of the first Board of Directors are:

Jon Sleeper
6770 Indian Creek Drive, Suite 11L
Miami Beach, Florida 33141

ARTICLE IX INCORPORATORS

The names and post offices addresses of each incorporator executing these Articles of Incorporation are:

Jon Sleeper
6770 Indian Creek Drive, Suite 11L
Miami Beach, Florida 33141

ARTICLE X VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XI BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII APPROVAL OF SHAREHOLDERS

The approval of Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not, such approval is required by law.

ARTICLE XIII POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

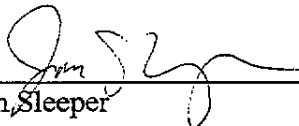
ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any further Officer or Director, to the full extent permitted by law.

ARTICLE XV AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to reservation.

That I, the undersigned incorporator for the purposes of forming a corporation to do business within that State of Florida, do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.

 14 May 01
Jon Sleeper Date