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LAW OFFICES  
**FREEDMAN & McCLOSKY**  
PROFESSIONAL ASSOCIATION  
SUITE 700, SOUTHTRUST TOWER  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY  
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800  
TELECOPIER (954) 764-2840

August 16, 2001

Via FedEx

Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

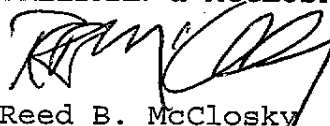
Re: McDowell Equestrian, Inc.

Dear Sir/Madam:

I have enclosed this firm's check no. 2578 in the amount of \$70.00 as the filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. Please return to me one file-stamped copy in the envelope enclosed. Thank you.

Very truly yours,

FREEDMAN & MCCLOSKY, P.A.

  
Reed B. McClosky

RBM/fjm

Enclosures

01 AUG 20 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

5 Daw  
8/22/01

ARTICLES OF INCORPORATION  
OF  
McDOWELL EQUESTRIAN, INC.

FILED  
01 AUG 20 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

McDowell Equestrian, Inc.  
9934 N.W. 29th Street  
Miami, FL 33172

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue one hundred shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Freedman & McClosky, P.A.  
Attn: Reed B. McClosky, Esq.  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (2), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lisa L. McDowell	9934 N.W. 29th Street Miami, FL 33172
Stephen A. McDowell	9934 N.W. 29th Street Miami, FL 33172

ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	<u>Office</u>
Lisa L. McDowell	President
Stephen A. McDowell	Secretary, Treasurer

ARTICLE VIII

The name and address of the incorporator is:

Reed B. McClosky, Esq.  
Freedman & McClosky, P.A.  
One East Broward Blvd., Suite 700  
Ft. Lauderdale, FL 33301

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

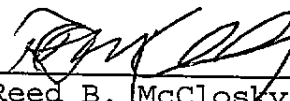
ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16<sup>th</sup> day of August 2001.

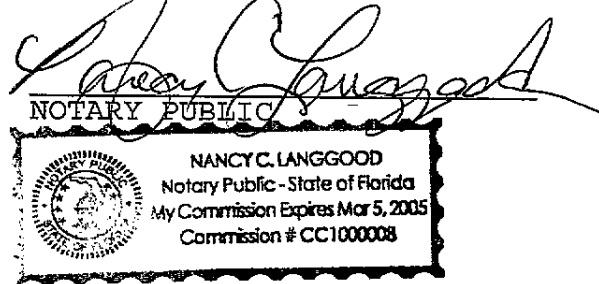
  
\_\_\_\_\_  
Reed B. McClosky  
Incorporator

STATE OF FLORIDA    )  
                          ) ss:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 16 day of August, 2001, by Reed B. McClosky, who is personally known to me or who has produced N/A as

identification and who did (did not) take an oath.

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of McDowell Equestrian, Inc., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

FREEDMAN & McCLOSKEY, P.A.

Date: August 16, 2001

By: [Signature]  
REED B. McCLOSKEY, as President

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FILED  
01 AUG 20 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA