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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Magaly Miro
14032 S.W. 38th Terrace
Miami, Florida 33175

August 31, 2001

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*****87.50 *****87.50

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Ref: Corporate Filing for JR. HORSE RANCH CORP.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation and a check in the amount of \$87.50 for the Filing fees, a Certified Copy and Certificate.

Should you have any questions please feel free to contact me at (305) 223-7002. You may also contact our CPA, China A. Saugar at her office number (305) 266-1008.

Your help and attention to this matter is greatly appreciated.

Sincerely,



Magaly Miro
Registered Agent for JR. HORSE RANCH CORP.

Enc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
JR. HORSE RANCH CORP.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be JR. HORSE RANCH CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be 14032 S.W. 38th Terrace, Miami, Florida 33175.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.;

- 1) Transact any and all lawful business permitted under the laws of the State of Florida. As needed to pursue the nature of its business, the corporation shall have all the powers granted to it pursuant to Florida Statute 607.0302.
- 2) In addition said corporation shall further have the power to trade on margin and borrow monies against its investments as may be deemed necessary.

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever, situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business, which the Board of Directors shall find, will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or the enterprise;

To have and exercise all powers necessary or convenient to affect its purposes;

To indemnify any person whom by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.141.

ARTICLE V

The aggregate number of shares, which this corporation shall have authority to issue, is the total sum of 1,000 shares, having no Par Value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the initial Board of Directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Magaly Miro
14032 S.W. 38th Terrace
Miami, Florida 33175

ARTICLE VII

The initial Board of Director shall consist of two persons and the name and address of these persons whom are to serve as initial Directors are:

President	Magaly Miro 14032 S.W. 38 th Terrace Miami, Florida 33175
Vice President	Jose L. Miro 14032 S.W. 38 th Terrace Miami, Florida 33175

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation shall be:

Magaly Miro
14032 S.W. 38th Terrace
Miami, Florida 33175

The undersigned has executed these Articles of Incorporation this 30th day of August 2001.


INCORPORATOR

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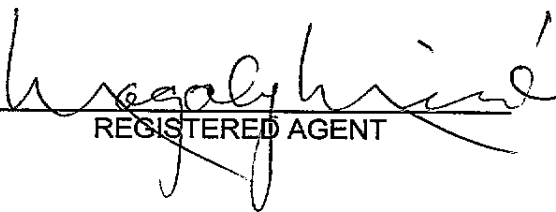
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that JR. HORSE RANCH CORP, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Magaly Miro whose address is 14032 S.W. 38th Terrace, Miami, Florida 33175, as its agent to accept service of process within this state.

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 NO DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT