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BALLESTAS AND ASSOCIATES, INC.

P.O. BOX 832137  
Miami, Florida 33283-2137  
(305) 279-3268  
FAX (305) 271-7203

FILED  
01 DEC 17 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DECEMBER 14, 2001

Florida Department of State  
Corporate Records  
PO Box 6327  
Tallahassee, Florida 32314

RE: LEDFOOT RACE RAGS CORP.

Gentlemen:

Enclosed are the Incorporation Certificate and recording fees for the captioned corporation.

Please forward the recording letter and charter number to the undersigned at the address above.

Thank you for your cooperation with the above matter.

ACHILLES BALLESTAS

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-12/17/01--01071--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF INCORPORATION

ARTICLE ONE  
NAME

The name of the Corporation shall be:

. LEDFOOT RACE RAGS CORP.

ARTICLE TWO  
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE  
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: filing date.

ARTICLE FOUR  
CORPORATE ADDRESS

The address of the principal office of the corporation is:  
3530 SW 140 AV, MIAMI, FL 33175.

The corporate mailing address is:  
3530 SW 140 AV, MIAMI, FL 33175.

PREPARED BY: BALLESTAS AND ASSOCIATES, INC.  
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ARTICLE FIVE  
INCORPORATOR

The undersigned corporation does hereby act as incorporator in adopting these Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.

MANUEL C. MARTINEZ  
3530 SW 140 AV  
MIAMI, FL 33175

ARTICLE SIX  
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin Business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

ARTICLE SEVEN  
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).

C. Par value: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00).

ARTICLE EIGHT  
ASSIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT

The Registered office for this Corporation shall be:

3530 SW 140 AV  
MIAMI, FL 33175

The registered agent for this Corporation shall be:

MANUEL C. MARTINEZ

at the above address.

ARTICLE NINE  
CORPORATE DIRECTORS

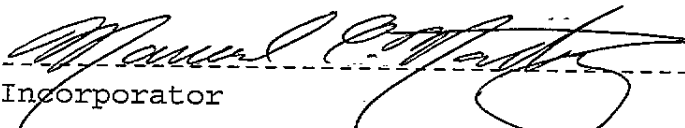
The following individual(s) is (are) the Director(s) and officers of the corporation:

MANUEL C. MARTINEZ, PRES., SEC., DIRECTOR  
3530 SW 140 AV  
MIAMI, FL 33175

IN WITNESS WHEREOF, the undersigned incorporator does make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: This 13 day of December, 2001.

MANUEL C. MARTINEZ

  
Incorporator

STATE OF FLORIDA:

: S.S.:

COUNTY OF MIAMI-DADE:

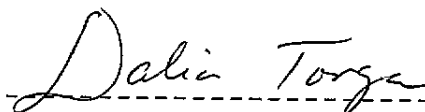
BEFORE ME, the undersigned authority, personally appeared:

MANUEL C. MARTINEZ

To me well known and known to me to be the individuals described, and who executed the foregoing Articles of Incorporation, and Who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Miami-Dade County, Florida.

Date: This 13 day of, December 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



Dalia Torga  
Commission # CG 904801  
Expires Feb. 27, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHO PROCESS CAN BE SERVED.

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TALLAHASSEE, FLORIDA


In pursuance of Florida Statutes, the following is submitted in  
Compliance with said statutes:

THAT LEDFOOT RACE RAGS CORP. desiring to organize under the Laws  
of the State of Florida with its principal office, as indicated  
in the Articles of Incorporation at the City of Miami, County of  
Miami-Dade, State of Florida, has named **MANUEL C. MARTINEZ**, a  
Florida Resident, whose registered address is 3530 SW 140 AV,  
City of MIAMI, County of Miami-Dade, State of Florida, as its  
Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at place assigned in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of Florida Statutes relative to keeping open said  
office.

**MANUEL C. MARTINEZ**

  
Resident Agent