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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

HORSES & REAL ESTATE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
Horses & Real Estate, Inc.**

ARTICLE I NAME

The Name of the corporation is Horses & Real Estate, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is:

12690 N.W. 11th Place
Sunrise, Florida 33323

ARTICLE III PURPOSE

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of Florida, or any other state, country, territory or nation.

ARTICLE IV SHARES

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred thousand (100,000), consisting of one hundred thousand (100,000) shares of common stock, par value 0.001 per share (the "Common Stock").

The designations and the preferences, limitations and relative rights of the Common Stock of the Corporation are as follows:

Provisions relating to the Common Stock.

Voting Rights

- a) Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.
- b) The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

Dividends. Except as otherwise provided by law as may be provided by the resolutions of the Board of Directors, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provisions for payment of the debts and other liabilities of the Corporation, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

ARTICLE V INITIAL OFFICERS/DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is one (1) and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified:

Rodrigo Bermeo

The names of the initial officers are as follows:

PRESIDENT: Rodrigo Bermeo

VICE PRESIDENT: CECILIA ANDRADE DE BERMEO

TREASURER: Rodrigo Bermeo

SECRETARY: Rodrigo Bermeo

ARTICLE VI REGISTERED AGENT

The name and address of the Corporation's initial Registered Agent is Lourdes Corvo, Esq. located at 15450 New Barn Road, Suite 302 Miami Lakes, Florida 33014.


ARTICLE VII INCORPORATOR

The name of the incorporator is Lourdes Corvo, P.A. located at 15450 New Barn Road, Suite 302, Miami Lakes, Florida 33014

ARTICLE VIII INDEMNIFICATION


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of the forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd Day of February, 2005.


Lourdes Corvo, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named the Registered Agent of Horses & Real Estate, Inc. hereby accepts such designation and is familiar with, and accepts, the obligation of such position, as provided in Florida Statutes §607.505.


Lourdes Corvo
Registered Agent

Dated: February 22, 2005

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