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February 2, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED 1-4-95 10:21
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RE: DOWNTURN STABLES, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation and a check for fees for filing the corporation documents. Please return to me, a date stamped copy of the Articles. A self-addressed return envelope is enclosed.

If you have any questions, please contact me immediately.

Thank you for your assistance in this matter.

Very truly yours,

TROY G. AVERA, JR.

TGA/rec

Enclosures

FILED
95 FEB 10 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOWNTURN STABLES, INC.

THE UNDERSIGNED, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:
DOWNTURN STABLES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is initially authorized to issue ONE THOUSAND (1,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for

such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

DOWNTURN STABLES, INC.
170 S.W. 101st Avenue
Plantation, Florida 33324

ARTICLE VII

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have ONE (1) Director initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

ARTICLE VIII

The name and street address of the initial director who shall hold office until successor(s) who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

NAME	ADDRESS
Kristi Gerweck	170 S.W. 101st Avenue Plantation, Florida 3324

ARTICLE IX

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

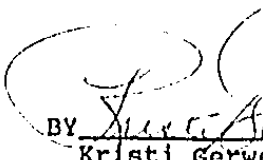
NAME	ADDRESS
Kristi Gerweck	170 S.W. 101st Avenue Plantation, Florida 33324

ARTICLE XIII

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

NAME	RESIDENT ADDRESS
Kristi Gerweck	170 S.W. 101st Avenue Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned Kristi Gerweck, being a natural person, competent to contract, has hereunto set her hand and seal, this 3rd day of February, 1995.

BY  (SEAL)
Kristi Gerweck
Incorporator

STATE OF)
COUNTY OF)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Kristi Gerweck known to me, whose name the foregoing instrument was executed, and that she severally acknowledged executing the same freely and voluntarily, and that I relied upon the following form__ of identification of the above-

named person _____: _____
_____ and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the county and State last
aforesaid this 2nd day of February, A.D. 1995.

NOTARY RUBBER STAMP SEAL



Ruth Ellen Comstock
Notary Signature

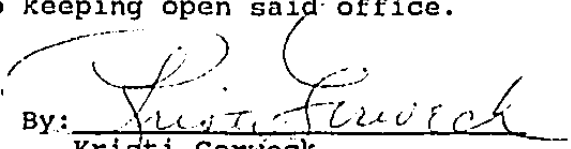
Ruth Ellen Comstock
Printed Notary Signature

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

IN PURSUANCE OF, Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: FIRST: That DOWNTURN STABLES, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Lakes, County of Dade, State of Florida, and its initial registered office as indicated in the Articles of Incorporation located at 170 S.W. 101st Avenue, Plantation, Florida 33324, has named Kristi Gerweck, as its registered agent to accept services of process within this State, at the address of its initial registered office.

ACKNOWLEDGEMENT

Having named to accept services of process for DOWNTURN STABLES, INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Kristi Gerweck
As Registered Agent