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GILBERT CARRILLO
JEFFREY P. MANNERS*
M. TERESA RODRIGUEZ
*ALSO ADMITTED IN TEXAS

JOSEPH P. MANNERS
OF COUNSEL

August 16, 1995

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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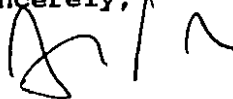
RE: Incorporation of Manners Ranch, Incorporated

Dear Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and firm check in the amount of \$122.50.

If any additional information is needed, please call me at (305) 264-484 or contact me at the above address.

Sincerely,



Jeffrey P. Manners

JPM/mmm
Encs

FILED
95 AUG 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20101

ARTICLES OF INCORPORATION
OF
MANNERS RANCH, INCORPORATED

FILED
95 AUG 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is "Manners Ranch, Incorporated".

ARTICLE II

The address of the principal office is 302 Goff Road, Venus, Florida 33960. The mailing address of the corporation is in care of Carrillo, Manners & Rodriguez, P.A., 5805 Blue Lagoon Drive, Suite 400, Miami, Florida 33126.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time 100 shares of common stock.


ARTICLE IV

The address of the registered agent is Carrillo, Manners & Rodriguez, P.A., 5805 Blue Lagoon Drive, Suite 400, Miami, Florida 33126. The registered agent is Jeffrey P. Manners.

ARTICLE V

The name of the incorporator is Jeffrey P. Manners, whose address is 5805 Blue Lagoon Drive, Suite 400, Miami, Florida 33126.

The undersigned incorporator has executed these Articles of Incorporation on this 16th day of August, 1995.




Jeffrey P. Manners, Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND OFFICE

FILED
95 AUG 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions 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 name and office of the registered agent in the state of Florida.

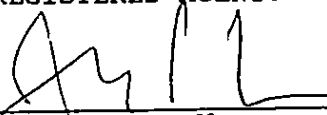
1. The name of the corporation is Manners Ranch, Incorporated
2. The name and address of the registered agent is Jeffrey P. Manners. The office of the registered agent is Carrillo, Manners and Rodriguez, P.A., 5805 Blue Lagoon Drive, Suite 400, Miami, Florida 33126



Jeffrey P. Manners, Incorporator and
Registered Agent

Dated: Aug. 16, 1995

HAVING BEEN NAMED AS REGISTERED AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jeffrey P. Manners

Dated: Aug. 16, 1995