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CORP CREATIONS

PAGE 5

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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000100
CONTACT: JOSEPH C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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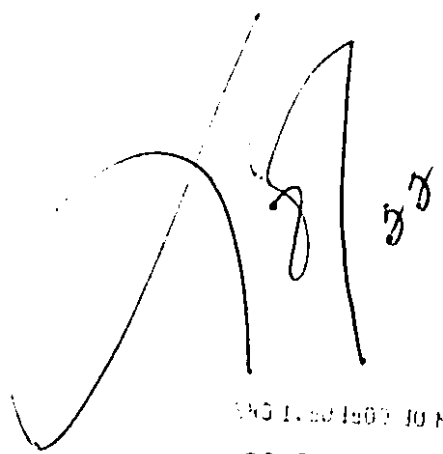
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THOROUGHbred LAKE ESTATES, INC
FAX AUDIT NUMBER: H95000009189
DATE REQUESTED: 08/18/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75
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CERTIFICATE OF STATUS: 1
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**Articles of Incorporation
of
Thoroughbred Lake Estates, Inc**

Article I. Name

The name of this Florida corporation is Thoroughbred Lake Estates, Inc

Article II. Address

The mailing address of the Corporation is:

Thoroughbred Lake Estates, Inc
1007 North Federal Highway, Suite 153
Ft. Lauderdale, FL 33304

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Manuel Aguero
1007 North Federal Highway, Suite 153
Ft. Lauderdale, FL 33304

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0886

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PAGE 08

P.03

FROM : SUBST COMPUTER MESSAGE SERVICE

AUG 21 1995 12:02PM P 5
PHONE NO. : 4878390082

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extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Manuel Agnaro
J. Carlos Rodriguez

Article VI. Incorporator

The name and address of the incorporator is:

Manuel Agnaro
1007 North Federal Highway, Suite 153
Ft. Lauderdale, FL 33304

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 18, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on August 18, 1995.

Thoroughbred Lake Estates, Inc

By: Manuel Agnaro

Manuel Agnaro, President

Corporate Creations International Inc.
401 Ocean Drive, Suite 812
Miami Beach, FL 33139
(305) 672-6000

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PAGE 03
P.04

FROM : ROBERT CONITEN KILLINS SOCIETY

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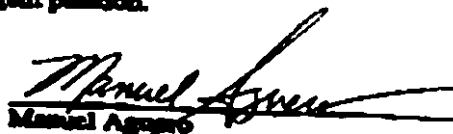
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Thoroughbred Lake Estates, Inc

REGISTERED AGENT:
Manuel Aguirre
1007 North Federal Highway, Suite 153
Ft. Lauderdale, FL 33304

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Manuel Aguirre

Date: August 18, 1995

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