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FLORIDA DIVISION OF CORPORATIONS

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(((H90000011712))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ASHFORD GROUP, INC./  
FAX AUDIT NUMBER: H90000011712 CURRENT STATUS: REQUESTED  
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EMPIRE CORPORATE KIT

AUG-21-1996 16:25

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
ASHFORD GROUP, INC.**

**ARTICLE I - NAME**

The name of this Corporation is **ASHFORD GROUP, INC.**

**ARTICLE II - DURATION**

This Corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of no par common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is **David Ramon** and the street address of the initial registered office of this Corporation is **6011 SW 11 Street, Miami, FL 33144.**

THIS INSTRUMENT PREPARED BY:  
J. C. PERKIN, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
833 MINORCA AVENUE  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 444-0300  
FLORIDA BAR #034907

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**PAGE TWO OF ARTICLES OF INCORPORATION  
OF ASHFORD GROUP, INC.**

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

**NAMES:**

David Ramos

**ADDRESSES:**

6011 SW 1 Street, Miami, Fl 33144

**ARTICLE VII - LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The person signing these articles is David Ramos and his street address is 6011 SW 11 Street, Miami, Florida 33144.

**ARTICLE XI - OFFICES**

The principal office of the Corporation and mailing address shall be established and maintained at 6011 SW 11 Street, Miami, Florida 33144, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

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**PAGE THREE OF ARTICLES OF INCORPORATION  
OF ASHFORD GROUP, INC.**

**ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of August, 1996.

  
David Ramos

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     ) ss.

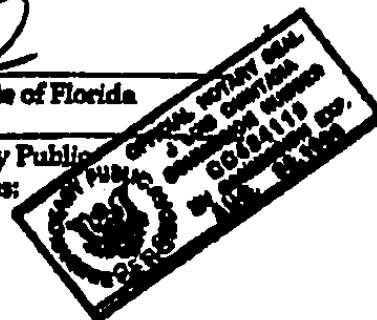
**NOTARY CERTIFICATION/ACKNOWLEDGMENT**

I HEREBY CERTIFY that the foregoing instrument was acknowledged by David Ramos before me on this 20th day of August, 1996, who is/are personally known to me ( ) or who produced identification (X) and who did take an oath.

Witness my hand and seal in the County & State aforementioned.

  
NOTARY PUBLIC, State of Florida

Printed Name of Notary Public  
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

STATE  
FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that ASHFORD GROUP, INC., a Corporation, 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 Dade, State of Florida, has named David Ramos, located at 6011 SW 11 Street Miami, FL 33144, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.323 F.S.

Dated this August 20, 1996.

David Ramos  
David Ramos

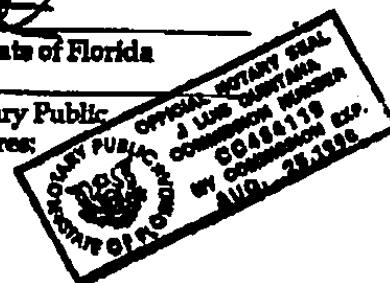
**NOTARY CERTIFICATION/ACKNOWLEDGMENT**

I HEREBY CERTIFY that the foregoing instrument was acknowledged by David Ramos before me on this 19th day of August, 1996, who is/are personally known to me (x) or who produced identification ( ) and who did take an oath.

Witness my hand and seal in the County & State aforementioned.

D. C. Davis  
NOTARY PUBLIC, State of Florida

Printed Name of Notary Public  
My Commission Expires:



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