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January, 1997
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL., 32314

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Dear Madam:

Enclosed please find the Articles of Incorporation of UNIVERSAL CHRISTIAN ACADEMY & EQUESTRIAN CENTERS, INC., for filing with your office. Also enclosed is out check in the amount of \$122.50 for fees for same.

Thank you very much.

Karen L. Meranda
1951 Canadiana Court
Dunedin, FL., 34698

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

FOR

UNIVERSAL CHRISTIAN ACADEMY & EQUESTRIAN CENTERS, INC.

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, this Certificate of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I:

The name of this Corporation shall be:

UNIVERSAL CHRISTIAN ACADEMY & EQUESTRIAN CENTERS, INC.

ARTICLE II:

The general nature of the business to be transacted by this Corporation shall be: to organize, develop, build and operate fully-licensed and accredited academic facilities offering a broad-based curriculum for grades K through 12, together with related extra-curricular academic, social and sports activities to provide a well-rounded educational experience; and, to provide professional equestrian boarding and training facilities, and to do all things requisite in connection therewith.

As principal, agent or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, or otherwise acquire, use and dispose of property, both real and personal, wherever located, and to exercise such rights as may be requisite to carry out any and all of the foregoing.

To buy, sell, deal in, and supply goods and services of any and all classes and descriptions to the extent permitted by law.

To purchase and/or acquire such other business or businesses, or any interest therein, and to pay for same in cash, or in shares or debt instruments of this Corporation, or partly in one of such modes and partly in the other or others.

To borrow or raise money by the issuance of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of this Corporation, or by mortgage, or in any other such manner as the Board of Directors may deem proper and beneficial.

To enter into working arrangements of any and all kinds, whether the same be by contract or otherwise, as the Board of Directors may deem proper and beneficial.

To grant to other persons, corporations or otherwise, the right or privilege to carry on any kind of business not prohibited by law, on the premises of the Corporation, and upon such terms and conditions as the Corporation may deem proper and beneficial.

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To purchase or otherwise acquire and undertake all or any part of the business, property and/or liabilities of any person, corporation or otherwise carrying on any kind of business which this Corporation is authorized to carry on, or is capable of being conducted so as to directly or indirectly benefit this Corporation.

To enter into partnership or into any arrangement for profit sharing, reciprocal concession, or cooperate with any other person, corporation or otherwise, carrying on, or about to carry on, any business which this Corporation is authorized to carry on, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Corporation.

To buy, own, sell, encumber, assign, or transfer, and generally to deal with commercial paper of any and all kinds.

To invest the monies of this Corporation not immediately required by it in such manner and the Corporation may deem proper and beneficial.

To do any and all other things which in the opinion of the Board of Directors, and to the extent permitted by law, is necessary, convenient or beneficial to this Corporation.

It being the intention that the objects and purposes herein expressed shall in no way be limited or restricted by reference to or inference from the terms of any other clause or provision of these Articles of Incorporation, and shall each be construed as an independent object in furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida upon corporations organized for profit.

ARTICLE III:

This Corporation's authorized capital shall consist of 5,000,000 shares of Common Stock, par value of \$.01 per share.

The holders of the Common Stock shall have one (1) vote for each share of such stock owned by them, without cumulative voting rights, in the election of Directors and for all other purposes, and in each such case, a majority of such vote shall prevail.

All Common Stock shall be non-assessable, issued at and for such consideration, whether the same be cash, services rendered or otherwise, and upon such terms and conditions as shall be fixed by the Board of Directors.

No holder of the Common Stock, or of any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, services or by way of dividends, and all such rights are waived by each holder of the Common Stock, and of any other class of stock which may hereafter be created and authorized. But, any such unissued stock or such authorized issue of new stock of any class or of any securities convertible into stock may be issued and disposed of, pursuant to a resolution of the Board of Directors, to such other persons, corporations, associations or otherwise, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate.

The Board of Directors, in its discretion, may declare and pay dividends to the holders of the Common Stock out of Corporation funds available for such purpose and after making provisions, if any, as the Board of Directors may deem necessary, for working capital, additional improvements to the Corporation's property and assets, and for the general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times, as shall be fixed by the Board of Directors in its discretion.

All issued and outstanding shares of Common Stock are equal to each other with respect to liquidation rights and dividend rights. In the event of dissolution, liquidation or winding up of the Corporation, holders of the Common Stock shall be entitled to receive a pro-rata distribution of funds or assets remaining after satisfaction of all liabilities of the Corporation, secured and unsecured.

ARTICLE IV:

The amount of capital with which this Corporation shall begin shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V:

This Corporation shall have perpetual existence unless sooner terminated by due and proper legal procedure.

ARTICLE VI: Registered Principal Office and Registered Agent.

The Registered Principal Office of this Corporation shall be: 1951 Canadiana Court, Dunedin, FL., 34698.

The undersigned, Karen L. Meranda, hereby accepts designation as the Registered Agent of this Corporation, and the person within the State of Florida upon whom service of process directed to this Corporation may be served at the Registered Principal Office of the Corporation.


Karen L. Meranda

ARTICLE VII:

The affairs of this Corporation shall be conducted by a Board of Directors of not less than one nor more than 15 Directors, as may be determined from time to time by the holders of the Common Stock of this Corporation. It is not necessary that a Director be a stockholder of this Corporation.

ARTICLE VIII:

The name and street address of the Subscriber, Incorporator, and first member of the Board of Directors, who shall hold office for the first year of existence of this Corporation, or until a successor is duly elected and qualified, unless otherwise provided for in the By-Laws, is:

Karen L. Meranda
1951 Canadiana Court
Dunedin, FL., 34698

ARTICLE IX:

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between this Corporation and any other person or firm shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is a party to, or are parties to, or is or are interested in, such contract or other transaction; provided, however, that in each such case the nature and extent of the interest of such Director or Directors in such other contract or other transaction, or the fact that such Director or Directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors of this Corporation at which time such contract or other transaction is authorized.

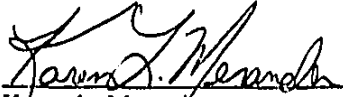
ARTICLE X: Indemnification.

This Corporation shall indemnify every person who is serving or who has served as an officer, Director, employee or agent of this Corporation, or, at its request, of any other corporation of which it is a stockholder or creditor, and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by Florida Statutes, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

ARTICLE XI: Miscellaneous.

1. It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Directors as are present at any regular or special meeting of the Board of Directors.
2. This Corporation may, in its By-Laws, confer powers additional to the foregoing upon its Directors, and in addition to the powers and authorities expressly conferred upon them by statute.
3. This Corporation reserves the right to amend, alter, change or repeal any provision of these Articles in the manner, now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

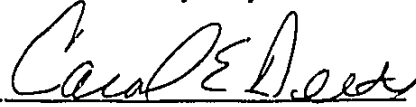
IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name this 11 day of ~~January~~, 1997.
March

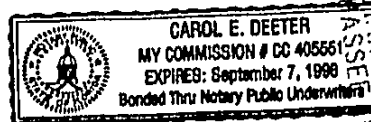
 (SEAL)
Karen L. Meranda
FD44 M653-512-60-844

STATE OF FLORIDA
COUNTY OF PINELLAS

I, the undersigned authority, do hereby certify that on this 11th day of ~~January~~, 1997, before me personally appeared KAREN L. MERANDA, to me well known and known to me to be the same person whose name is subscribed to and who executed the foregoing Articles of Incorporation of UNIVERSAL CHRISTIAN ACADEMY & EQUESTRIAN CENTERS, INC., and who, after being duly sworn, acknowledged to me that she did freely and voluntarily execute same for the uses and purposes therein expressed.

I have hereunto set my hand and affixed by official seal as of the day and year last above written.


Notary Public
My Commission Expires:



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SECRETARY OF STATE
FLORIDA