

9/22/97

FLORIDA DIVISION OF CORPORATIONS
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NAME: HORSEGRANCH, INC.

AUDIT NUMBER.....H97000015724

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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(2)

HORSERANCH, INC.

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:

- FIRST: The name of the Corporation is HORSERANCH, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 394 South Hibiscus Drive, Miami Beach, Florida 33139.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Michael A. Dribin, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

PREPARED BY:
Michael A. Dribin
Florida Bar Number 0205656
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 573-9400

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Donald Kipnis
394 South Hibiscus Drive
Miami Beach, Florida 33139

**Nancy Kipnis
394 South Hibiscus Drive
Miami Beach, Florida 33139**

EIGHTH: The corporate existence of the Corporation shall commence on September 22, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 1997.

Wendell Phillips

Michael A. Dribin, Incorporator

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ACCEPTANCE OF APPOINTMENT

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REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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