

WILLIAM M. PAVLOV, ESQ.

Attorney at Law
633 N.E. 167th Street, Suite 701
North Miami Beach, Florida 33162

Admitted to Practice in Texas, New York & Florida

Date: 305-654-0416

Fax: 305-653-3143

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September 10, 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 4:52

RE: ESCUDERO PASO FINO RIDING SCHOOL, INC.

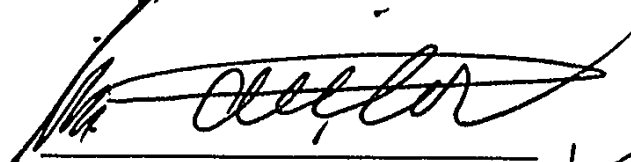
Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is a check in the amount of \$122.50, which represents \$70.00 for the filing of the Articles of Incorporation and \$52.50 for certified copy to be returned to this office.

I would appreciate confirmation of the issuance of the certificate for this corporation. If there is any question about the certificate, please feel free to call me.

Thank you for your cooperation in this matter.

Sincerely,



WILLIAM M. PAVLOV, ESQ.

SEP 19

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BT
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WMP/evp
Encl.

2537
W97-21591



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

WILLIAM M. PAVLOV, ESQ.
633 N.W. 167TH STREET
SUITE 701
NORTH MIAMI BEACH, FL 33162

SUBJECT: ESCUDERO PASO FINO RIDING SCHOOL, INC.
Ref. Number: W97000021591

We have received your document for ESCUDERO PASO FINO RIDING SCHOOL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00046567

ARTICLES OF INCORPORATION

The undersigned subscriber(s) of these Articles of Incorporation natural person(s) of the age eighteen (18) years or more, competent to contract, acting as the incorporator(s) of the corporation set out above and desiring to form a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such Corporation:

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ARTICLE I

The name of the corporation is **ESCUDERO PASO FINO RIDING SCHOOL, INC.**

ARTICLE II

The period of this corporation's duration is perpetual, beginning on the date of incorporation.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business and activity, permitted under the law of the United States and the State of Florida.

ARTICLE IV

The aggregated number of shares which the corporation shall have authority to issue is 1,000 shares common stock without par value.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI

The street address of the corporation's initial principal office is 18290 SW 122nd Street, Miami, Florida 33196, and the name of its initial registered agent is the law offices of William M. Pavlov, 633 N.E. 167th St., Suite 701, N. Miami Beach, Florida 33162.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one nor more than three (3) as shall from time to time be designated in the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

This corporation shall have, in addition to a president and secretary-treasurer such additional officers as may be created from time to time and under the authorization of its bylaws.

ARTICLE IX

The shareholders of this corporation shall have the preemptive right to acquire any issues of shares or securities of this corporation from shareholders.

ARTICLE X

A. Subject to the corporation's remaining a close corporation as defined under Florida Law, the corporation is organized as a close corporation.

B. Subject to the corporation's remaining a close corporation, no shares of any class and no securities evidencing the right to acquire shares of the corporation shall be issued by means of any public offering, solicitation, or advertisement.

C. If the corporation loses its status as a close corporation a special meeting of the shareholders shall be called in the manner provided by Florida law for the election of directors. The number of directors to be elected shall be fixed by the bylaws of the corporation, and until changed in the manner provided in the bylaws, shall be not more than three.

D. The holders of at least two-thirds of the corporation's outstanding shares or securities evidencing a right to acquire shares, whether entitled to vote by the articles of incorporation or not, may by affirmative vote elect to terminate the corporation's status as a close corporation.

ARTICLE XI

A. The initial number of Directors is two (2) and the name and address of the Directors is as follows:

Jaime Nicolas Escudero - President
18290 SW 122nd Street
Miami, Florida 33196

Maria Alejandra Acero-Escudero - Vice-President
18290 SW 122nd Street
Miami, Florida 33196

B. The corporation may enter into contracts or transact business with one or more of its directors or officers, or with any corporation, firm or association in which any of its directors or officers are stockholders, directors, officers, members, employees or otherwise interested; and no such contract or other transaction shall be void or voidable or otherwise affected by reason of such directorship or office in the corporation or such interest in such other firm, corporation or association, notwithstanding that the vote of such director or directors shall have been necessary to authorize, approve, ratify, or otherwise obligate the corporation upon such contract or transaction, provided that the fact of such interest shall be disclosed or otherwise known to the Board of Directors, or a majority thereof at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract of the corporation by reason of such directorship, office or interest, except as otherwise provided in the bylaws of the corporation.

ARTICLE XII

The power to alter, amend or repeal the bylaws of the corporation is vested in the shareholders.

ARTICLE XIII

The Sale, Lease, Exchange or other disposition of all, or substantially all, the property and assets of the corporation, when made in the usual and regular course of the business of the corporation, may be made upon such terms and conditions and for such considerations, which may consist in whole or in part of money or property, real or personal, including shares of any other corporation, domestic or foreign, as shall be authorized by its shareholders, provided the authorization and consent of two-thirds of all shareholders shall have been obtained.

ARTICLE XIV

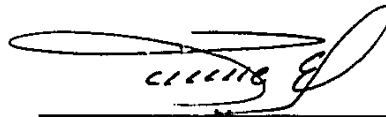
The Board of Directors shall not authorize any pledge, mortgage, deed of trust or trust indenture without the authorization and consent of two-thirds of the shareholders.

ARTICLE XV

The name and address of the Incorporator of the Articles of Incorporation is:

Jaime Nicolas Escudero
18290 SW 122nd Street
Miami, FL 33196

Incorporator:

A handwritten signature in black ink, appearing to read 'Jaime Escudero', is written over a horizontal line.

JAIME NICOLAS ESCUDERO

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on the 12 day of September, 1997 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:



JAIME NICOLAS ESCUDERO
Incorporator

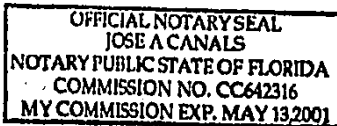
Address:
6610 S.W. 123 Avenue
Miami, Florida 33183

TO ME well known, and known to me to be the person(s) who executed the foregoing Articles of Incorporation, who hereby acknowledges that he signed and executed the same for its uses and purposes herein stated. In witness whereof, I hereunto set my hand and seal at Miami, Florida this day and year above written.



NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.**

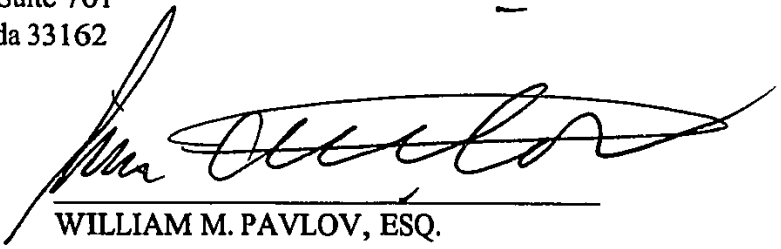
Pursuant to Chapter 48.091 statute, the following is submitted in compliance with said act:

The Incorporators desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, have named the law offices of William M. Pavlov, 633 N.E., 167th St., Suite 701, N. Miami Beach, Fl 33162 as its agent(s) to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office at:

633 N.E. 167th Street, Suite 701
N. Miami Beach, Florida 33162



WILLIAM M. PAVLOV, ESQ.
REGISTERED AGENT

Dated this 10th day of October, 1997.

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