

ALAN SILVERSTEIN

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P97000091248

October 20, 1997

Florida Dept. of State
409 E. Gaines St.
Tallahassee, Florida 32399

Attention: Division of Corporations

800002326778--6
-10/22/97-01055-001
*****70.00 *****70.00

Re: Flying R. Ranch, Inc.

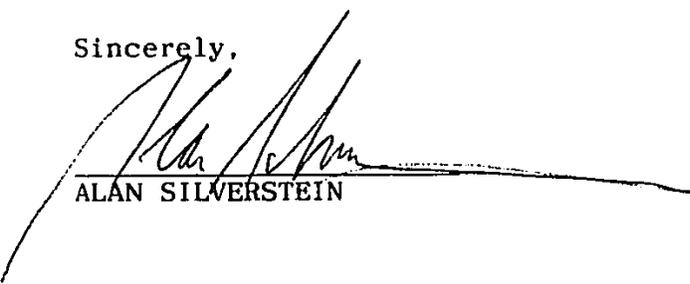
Dear Sir or Madam:

With reference to the above captioned corporation you will find enclosed the following:

1. Original of Articles
2. Check in the amount of \$70.00

Please file the enclosed articles.

Sincerely,


ALAN SILVERSTEIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 2:34

RP
10.23.97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 22 PM 2:34

ARTICLES OF INCORPORATION
OF
FLYING R. RANCH, INC

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is FLYING R. RANCH, INC.

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are filed for record with the Florida Department of State.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is 14024 Windflower Drive, Palm Beach Gardens, Florida 33418.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares, One Dollar, Par Value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V.

Every shareholder, upon issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI

The initial street address of the Corporation's registered office is 11911 US Hwy. One, Ste. 201, North Palm Beach, Florida 33408. The initial registered agent for the Corporation at that address is ALAN SILVERSTEIN.

ARTICLE VII

The minimum number of members of the board of directors shall be one. The initial board of directors shall consist of two. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
David Rutter.....	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418
Mary Jo Rutter.....	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418

ARTICLE VIII

The corporation shall have a President and Secretary/Treasurer. The initial officers shall be:

<u>Name</u>	<u>Address</u>
David Rutter..... President.	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418
Mary Jo Rutter..... Secretary/Treasurer	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418

ARTICLE IX

The business purpose of the Corporation is to engage in any lawful purpose permitted under the laws of the State of Florida.

ARTICLE X

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
David Rutter.....	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418
Mary Jo Rutter.....	14024 Windflower Drive.... Palm Beach Gardens, Fl. 33418

ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20 day of October 1997.

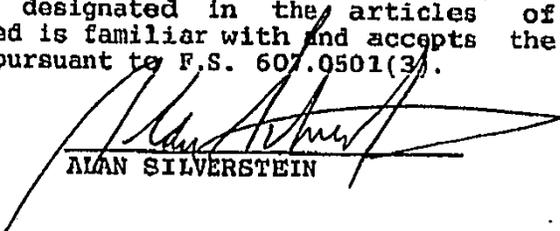


 DAVID RUTTER


 MARY JO RUTTER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Flying R. Ranch, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



 ALAN SILVERSTEIN

Date: October 10/20, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 PM 2:34