

April 1, 1998

P980000067041

State of Florida
Department of State
Corporate Division
The Capital
Tallahassee, Fla. 32301

Re.: LA ESTANCIA PASO FINO HORSE FARM, INC., A FLORIDA CORPORATION

Gentlemen:

400002600994--0
-07/28/98--01092--012
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

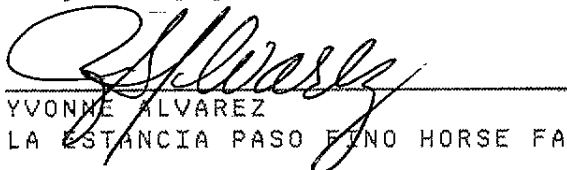
We are enclosing our check in the amount of \$122.50.

\$35.00 Filing Fee
35.00 Certificate designation
registered agent
52.50 Certified copy

\$122.50

Kindly give this matter your attention.

Very truly yours,


YVONNE ALVAREZ
LA ESTANCIA PASO FINO HORSE FARM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 JUL 28 AM 8:10

ARTICLES OF INCORPORATION
OF
LA ESTANCIA PASO FINO HORSE FARM INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this corporation is LA ESTANCIA PASO FINO HORSE FARM INC. With a principal office and mailing address of 10874 NW 28TH PLACE, OCALA, FL 34482.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - AUTHORITY OF DIRECTORS

The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles of Incorporation (articles), shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE V - CAPITAL STOCK

V-1 STOCK CERTIFICATES. Certificates of stock shall be signed by the President or the Vice President, jointly with the Secretary, and the seal of the corporation shall be impressed thereon.

V-2 NUMBER OF AUTHORIZED SHARES.

There must be two classes of common stock: voting and non voting. The aggregate number of shares that the corporation shall have the authority to issue is 5,000 shares, with \$1.00 par value. of voting stock and the authority to issue 5,000 shares, with \$1.00 par value of non voting stock.

ARTICLE VI - PRE - EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial register office of this corporation is 10874 NW 28TH PLACE, Ocala, Fl. 34482 and the name of the initial registered agent at such address is Yvonne Alvarez.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than ten. The name and address of the initial Board of Directors is:

Name	Address
YVONNE ALVAREZ	10874 NW 28TH PL, Ocala Fl 34482
JOSE ALVAREZ	10874 NW 28TH PL, OCALA, FL 34482

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Name	Address
YVONNE ALVAREZ	10874 NW 28TH PL, Ocala, Fl 34482
JOSE ALVAREZ	10874 NW 28TH PL, OCALA, FL 34482


ARTICLE X - INDEMNIFICATION

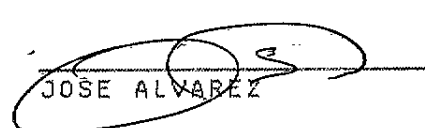
The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 23 day of July, 1998.



YVONNE ALVAREZ

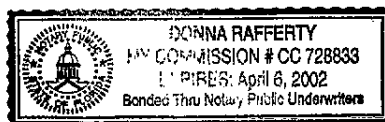

JOSE ALVAREZ

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public personally appeared YVONNE ALVAREZ AND JOSE ALVAREZ to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 23 day of July, 1998.


Notary Public
State of Florida
My commission expires:



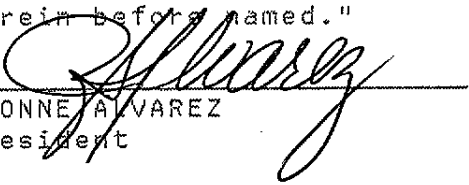
RESOLUTION

LA ESTANCIA PASO FINO HORSE FARM INC., a Florida Corporation hereby adopt in the meeting of the Board of Directors attended by a quorum of said Board, which meeting was duly called in conformity with the by-laws of said corporation and was held at Ocala, Marion, Florida.

"Resolved that the officers of this corporation be and they are hereby authorized and directed to deposit the funds of this corporation from time to time in the bank selected by said officers, and until further order of the Board of Directors to withdraw the same from time to time upon check or other order of the corporation signed in the name of the corporation by its

President	IVONNE ALVAREZ
Vice-President	JOSE ALVAREZ
Secretary	IVONNE ALVAREZ
Treasurer	JOSE ALVAREZ

That said bank be and is hereby authorized and requested to accept, honor and pay without further inquiry, and until the delivery to it of written notice of the revocation of the authority hereby granted, all checks and other orders for the payment of withdrawal of money deposited with said bank in the name of this corporation including checks drawn to the individual order of the officers signing same and including also all such instruments payable or endorsed to the order of this corporation, when such checks or other orders for money shall be signed or endorsed in the name of this corporation by its officers herein before named."


YVONNE ALVAREZ
President

REGISTERED AGENT

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 607.023 Florida Statutes, the following is submitted:

FIRST, that La Estancia Paso Fino Horse Farm, Inc., a Florida corporation desiring to organized or qualify under the laws of the State of Florida, with its principal place of business at Ocala, Marion County, Florida, has name YVONNE ALVAREZ, with his principal place of residence at 10874 NW 28TH PL, Ocala, Florida 34482 as its agent to accept service of process within Florida.

Dated:


YVONNE ALVAREZ

PRESIDENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


YVONNE ALVAREZ
REGISTER AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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