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LA QUINTA POLO CORPORATION
500 South Australian Avenue
Suite 110
West Palm Beach, FL 33401
(561) 833-4433
(561) 833-9888 f

April 9, 1999

Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Dear Sir or Madam:

Per to our conversation enclosed please find the original and one copy to be sent back to be certified of a new corporation to be filed La Quinta Polo Corporation.

I have enclosed the \$78.75 filing and certification fee.

Should you have any question, please call my secretary (561) 833-4433.

Thank you for your assistance in this matter.

Sincerely yours,

Mark Distasio, President

Enc. check, original and copy

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99 APR 14 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 99 APR 14 AM 11:36

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA QUINTA POLO CORPORATION

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be LA QUINTA POLO CORPORATION.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) For the acquisition, sale merchandise, development, management and operation of merchandise and real estate and all related activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of one (1) dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI
Initial Registered Office and Agent

The business and mailing address of the corporation and street address of the initial registered office of this Corporation is: 500 South Australian Avenue, Suite 110, West Palm Beach, FL 33401 and the name of the initial registered agent of this Corporation at that address is: MARK DISTASIO having and address of 500 South Australian Avenue, Suite 110, West Palm Beach, FL 33401.

ARTICLE VII
Initial Board Of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Mark Distasio 500 South Australian Avenue, Suite 110, West Palm Beach, FL 33401

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X
Special Provisions

The following special provisions shall govern this corporation:


A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: MARK DISTASIO, 500 South Australian Avenue, Suite 110, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of April, 1999.


MARK DISTASIO, Incorporator

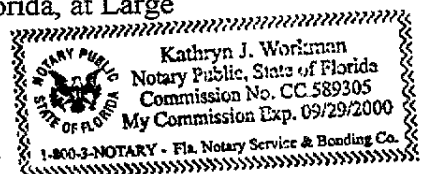
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK DISTASIO, known to me and known to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 9th day of April, 1999.


Notary Public, State of Florida, at Large

My Commission Expires:
Kathryn J. Workman
500 South Australian Ave
West Palm Beach, FL 33401



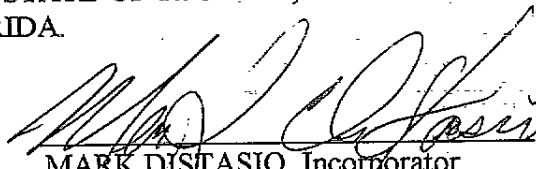
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

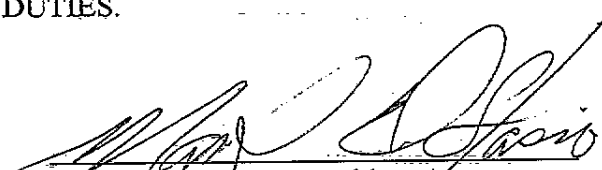
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST: THAT LA QUINTA POLO CORPORATION
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN WEST PALM BEACH, STATE
OF FLORIDA, HAS NAMED MARK DISTASIO LOCATED AT 500 South Australian Avenue,
Suite 110, West Palm Beach, FL 33401 STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


MARK DISTASIO, Incorporator

Date: APRIL 9TH, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.


MARK DISTASIO, Resident Agent

Date: April 9, 1998