



LAW OFFICES OF

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August 25, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002971891--3

-08/27/99--01039--004

122.50 **78.75

Re: Articles of Incorporation
Emperor Ranch

Dear Sirs:

Enclosed please find the Articles of Incorporation for Emperor Ranch, along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to Donna Arroliga, 5602 S.W. Ranchito Street, Palm City, Florida 34990, as listed on the incorporation material.

Also enclosed is our check in the amount of \$122.50. If you should have any questions, please do not hesitate to contact me.

Very truly,

Danielle Victor-Laguerre

Danielle's Secty
AUTHORIZATION BY SIGNING TO
CORRECT Supply
DATE 8/31/99
DOC. EXAM MA

8/31/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EMPERADOR RANCH , INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

EMPERADOR RANCH, INC.

ARTICLE II

NATURE OF THE BUSINESS:

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every aspect and phase of a horse breeding and training facility.

(b) To invest and reinvest funds of this corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services of the flower business and otherwise related ventures.

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TALLAHASSEE, FLORIDA

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes; as the same may be amended from time to time.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial address of the principal office of this corporation in the state of Florida shall be:

5602 S.W. Ranchito Street
Palm City, Florida 34990

The Board of Directors may, from time to time move the principal office to any other address in the Country.

ARTICLES VII

This Corporation shall have one (2) directors initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VIII

The names and post office addresses of the first Board of Director is:

NAME	OFFICE	ADDRESS
Donna Arroliga	President	5602 S.W. Ranchito Street Palm City, Florida 34990
Jose Arroliga	Vice-President	5602 S.W. Ranchito Street Palm City, Florida 34990

The persons named as initial Directors shall hold office for the first year, or until its successors are chosen.

ARTICLE IX

SUBSCRIBERS: The name and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take and the value of the consideration therefore is:

Donna Arroliga	75 Shares	5602 S.W. Ranchito Street Palm City, Florida 34990
Jose Arroliga	25 Shares	S.W. Ranchito Street Palm City, Florida 34990

ARTICLE X

INITIAL REGISTERED AGENT: The street address of the initial registered office is 5602 S.W. Ranchito Street, Palm City, Florida 34990, and the name of the initial registered agent of this corporation is Jose Arroliga.

ARTICLE XI

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors

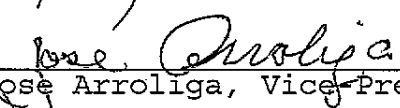
of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 24 day of August, 1999.

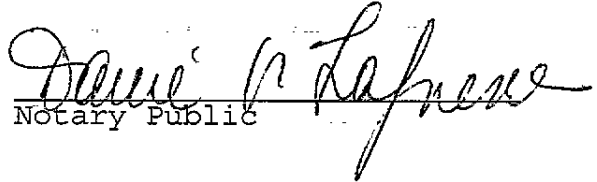

Donna Arroliga, President


Jose Arroliga, Vice President

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Donna Arroliga and Jose Arroliga, to be well known and who subscribed as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Martin County, Florida on
this 24 day of August, 1999.


Notary Public

(Seal) Danie V. Laguerre
My Commission CC732836
Printed Name
Expires April 23, 2002

ACCEPTANCE OF REGISTERED AGENT

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 RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

José Arroliga
José Arroliga, Resident Agent

DATE:

8/24/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA