

EFFECTIVE DATE
1-1-2000

JOHN M. HILLIARD, ESQ.

P990000090796

October 5, 1999

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

RE: Articles of Incorporation
Ironhorse Management, Inc.
And
Appointment & Acceptance by Registered Agent of
Ironhorse Management, Inc.

100003010641--2
-10/11/99--01019--003
*****35.00 *****35.00

Dear Sir or Madam:

100003010641--2
-10/11/99--01019--004
*****35.00 *****35.00

Pursuant to the Florida Business Corporation Act, Sections 607.0122, 607.0202, 607.0203, 607.0301, 607.0401, 607.0402, 607.0501, 607.0601 and 607.0725, the undersigned Incorporator does hereby enclose the following items, to wit:

1. Original Articles of Incorporation of Ironhorse Management, Inc., along with one copy thereof

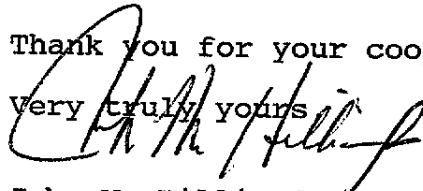
In keeping with the Florida Business Corporation Act, and the Articles of Incorporation of Ironhorse Management, Inc., please file the original Articles of Incorporation, but delay the effective date until January 1, 2000. In connection herewith, please find enclosed the undersigned's check in the amount of \$35.00 representing the appropriate filing fee.

Please return the copy of the Articles of Incorporation with evidence depicting the filing date and effective date to the undersigned within the postage pre-paid envelope provided herewith.

2. Original Appointment & Acceptance by Registered Agent of Ironhorse Management, Inc., along with the appropriate filing fee.

Thank you for your cooperation concerning this matter.

Very truly yours,



John M. Hilliard

7212 Family Farm
Plano, TX 75024
972/208-8805

Enclosures

FILED
99 OCT 11 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-14
WC

EFFECTIVE DATE
1-1-2000

ARTICLES OF INCORPORATION
OF
IRONHORSE MANAGEMENT, INC.

I, the undersigned natural person, acting as incorporator of a Corporation (herein so-called) under the Florida Business Corporation Act (the "Act"), hereby adopt the following Articles of Incorporation for the Corporation:

1. Name. The name of the Corporation is IRONHORSE MANAGEMENT, INC.
2. Duration. The period of duration of the Corporation is perpetual.
3. Purpose. The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful purpose or purposes of business for which corporations may be incorporated under the Act.
4. Shares. The aggregate number of shares of capital stock which the Corporation has authority to issue is 10,000,000 par value \$1.00 per share designated Common Stock. Each share of Common Stock shall have identical rights and privileges in every respect.
5. Effective Date of Incorporation. Notwithstanding the actual filing date of these Articles of Incorporation, the corporate existence pursuant to the Act shall begin January 1, 2000.
6. Commencement of Business. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00 consisting of money, labor done, or property actually received.
7. Preemptive Rights. No shareholder or other person shall have any preemptive right whatsoever.
8. Bylaws. The Board of Directors shall adopt the initial bylaws of the Corporation and may thereafter alter, amend, or repeal the bylaws of the Corporation or may adopt new bylaws, subject to the shareholders' concurrent right to alter, amend, or repeal the bylaws or to adopt new bylaws. The shareholders may provide that any or all bylaws altered, amended, repealed, or adopted by the shareholders shall not be altered, amended, reenacted, or repealed by the Board of Directors.
9. Number of Votes. Each share has one vote on each matter on which the share is entitled to vote.

FILED
99 OCT 11 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Cumulative Voting Denied. Cumulative voting for the election of directors is expressly denied and prohibited.
11. Majority Vote. A majority vote is sufficient for any action which requires the vote or concurrence of shareholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote.
12. Indemnification. The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.
13. Transactions Among Interested Parties.
 - a. Validity. If Subparagraph b is satisfied, no contract or other transaction between the Corporation and any of its directors, officers or security holders, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the director, officer, or security holder at the meeting authorizing the contract or transaction, or his participation or vote in the meeting or authorization.
 - b. Disclosure, Approval, Fairness. Subparagraph a shall apply only if:
 - (1) the material facts of the relationship or interest of each such director, officer, or security holder are known or disclosed:
 - (a) to the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
 - (b) to the security holders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; and
 - (2) the contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors or the

security holders.

c. Nonexclusive. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

14. Repurchase of Stock. The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.
15. Registered and Principal Office and Agent. The street address of the initial registered office of the Corporation and its principal office is 195 W. Pago Pago Dr., Naples, Florida, 34113, and the name of its initial registered agent at such address is Julie M. Hilliard.
16. Initial Directors. The number of directors constituting the initial Board of Directors is one, and the name and address of such person who is to serve as director until the first annual meeting of the shareholders, or until his successors are elected and qualified, is:

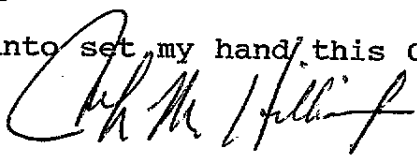
<u>Name</u>	<u>Address</u>
John Hilliard	7212 Family Farm Plano, TX 75024

17. Incorporator. The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
John Hilliard	7212 Family Farm Plano, TX 75024

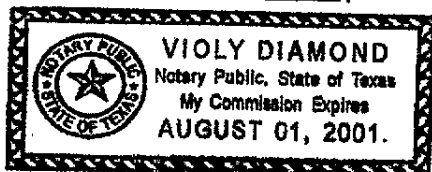
The Incorporator is age 18 years or more.

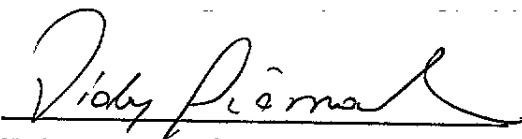
In witness whereof, I have hereunto set my hand this October 8th, 1999.



John Hilliard

Sworn to October 8, 1999.





Notary Public In Texas

JULIE M. HILLIARD
195 W. Pago Pago Dr.
Naples, FL 34113
941/393-0089

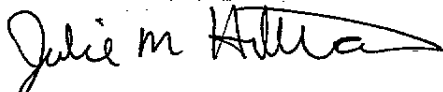
FILED
9 OCT 11 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1999

RE: Appointment & Acceptance by Registered Agent of
Ironhorse Management, Inc.

Pursuant to the Florida Business Corporation Act, Section 607.0501, the undersigned does hereby accept the appointment as a registered agent contemporaneously with being so designated under the Articles of Incorporation of Ironhorse Management, Inc., as filed with the Department of State.

Furthermore, the undersigned registered agent of Ironhorse Management, Inc. is familiar with, and accepts, the obligations of such position for the service of process at the registered office for the Corporation. The registered office as stated in the Corporation's Articles of Incorporation is 195 W. Pago Pago Dr., Naples, FL 34113.



Julie M. Hilliard

cc Ironhorse Management, Inc.