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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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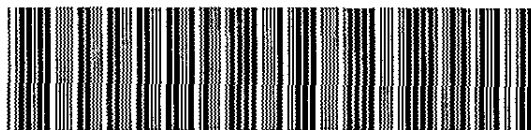
(Business Entity Name)

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03 JAN -6 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Philip D. McLellan
4772 Pelham Circle
Wellington, FL 33414
January 2, 2003

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

In re: Equine Turf Management, Inc.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for Equine Turf Management, Inc. I would appreciate it if you would please file the original Articles of Incorporation in your office. After the Articles have been filed, the copy of the Articles should then be certified. The certified copy of the Articles should then be mailed to the above address.

You will also find enclosed my check in the amount of \$78.75, in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$78.75

If you have any questions or should require additional information, please give me a call at your convenience.

Sincerely,



Philip D. McLellan

**ARTICLES OF INCORPORATION
OF
EQUINE TURF MANAGEMENT, INC.**

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Article I – Name

The name of the Corporation shall be EQUINE TURF MANAGEMENT, INC.

Article II – Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be organized under the laws of the United States and the Florida Statutes.

Article III – Principal Place of Business

The Corporation's principal place of business shall be 4772 Pelham Circle, Wellington, Florida 33414.

Article IV – Duration

The Corporation shall commence as soon as these Articles of Incorporation are filed, which Articles shall be filed with the Office of the Secretary of State, for the State of Florida, and shall exist perpetually unless sooner dissolved according to law.

Article V – Capital Stock

The Corporation shall have the authority to issue a maximum of One Thousand (1,000) shares of common stock, having a one dollar (\$1.00) par value.

Article VI – Registered Agent

The name and address of the Corporation's registered agent is:

Philip D. McLellan
4772 Pelham Circle
Wellington, Florida 33414

Article VII – Incorporator

The name and address of the Corporation's incorporator is:

Philip D. McLellan
4772 Pelham Circle
Wellington, Florida 33414

Article VIII – Initial Officers

The names and addresses of the Corporation's initial officers are:

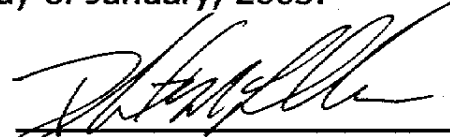
President/Secretary: Philip D. McLellan
4772 Pelham Circle
Wellington, Florida 33414

Article IX – Initial Directors

The name and address of the Corporation's initial director is:

Philip D. McLellan 4772 Pelham Circle
Wellington, Florida 33414

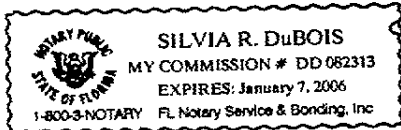
IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation on this 2nd day of January, 2003.

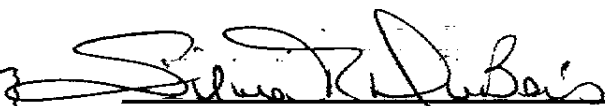


PHILIP D. McLELLAN, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 2nd
day of January, 2003, by PHILIP D. McLELLAN, who is personally known to
me.





SILVIA R. DuBOIS, Notary Public,
State of Florida

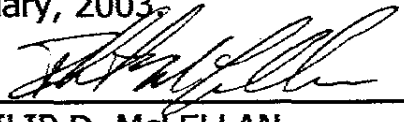
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with Section 607.0501 of the Florida Statutes, EQUINE TURF MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Wellington, Florida, County of Palm Beach, State of Florida, has name PHILIP D. McLELLAN, whose address is 4772 Pelham Circle, Wellington, Florida 33414, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT BY REGISTERED AGENT

In accordance with Section 607.0501(3) of the Florida Statutes, I, PHILIP D. McLELLAN, having been named Registered Agent for EQUINE TURF MANAGEMENT, INC., state that I am familiar with and agree to accept the responsibilities and obligations of that position.

Dated, this 2nd day of January, 2003.


PHILIP D. McLELLAN

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