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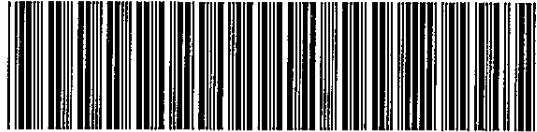
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 JAN 20 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KSP

James H. McAnly

*Attorney at Law
222 East Oak Street
Arcadia, Florida 34266
Telephone (863)494-0062
Fax (863)494-3751*

January 15, 2004

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

Re: Articles of Incorporation / Sullivan Horses, Inc.

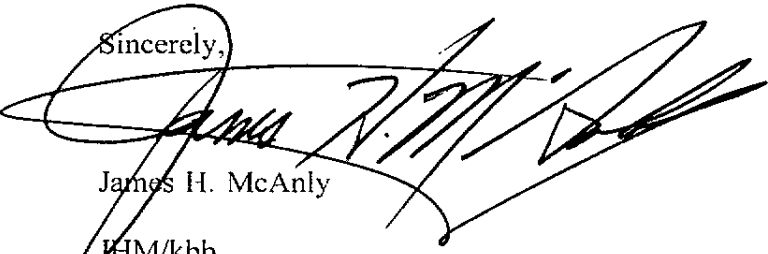
Dear Lady and/or Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for SULLIVAN HORSES, INC., together with a draft in the amount of \$78.75 for filing and a certified copy. Also enclosed is a self-addressed envelope to return the certified copy.

Upon completion of filing, please forward the certified copy of the Articles of Incorporation to this office.

Thank you for your anticipated assistance in this matter.

Sincerely,


James H. McAnly

JHM/kbb
Enclosures

**ARTICLES OF INCORPORATION
OF
SULLIVAN HORSES, INC.**

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

ARTICLE I. - NAME

The name of this corporation is **SULLIVAN HORSES, INC.**

ARTICLE II. - PERMITTED BUSINESSES AND ACTIVITIES

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences or indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholder's quorum or vote.

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TALLAHASSEE, FLORIDA
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(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purpose.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the proposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock having par value
of FIVE DOLLARS (\$1.00) per share.

The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the Board of Directors, as equivalent to or greater than the value of the shares.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually, beginning January 19, 2004.

**ARTICLE V. - INITIAL REGISTERED OFFICE,
REGISTERED AGENT AND PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office of the corporation in the State of Florida is **2134 SE Ruben Avenue, Arcadia, Florida 34266**, and the name of the corporation's initial registered agent at the address is **JODY B. SULLIVAN**. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. - DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VII. - DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, or the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. - ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
JODY B. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
KEVIN H. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
DAN K. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
MATTHEW T. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX. - INCORPORATOR

The name and street address of the incorporators to these Articles or Incorporation are:

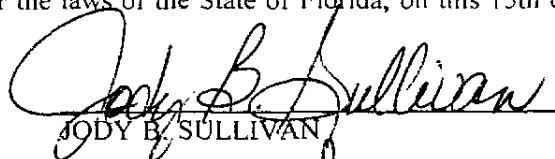
<u>Name</u>	<u>Address</u>
JODY B. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
KEVIN H. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
DAN K. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266
MATTHEW T. SULLIVAN	2134 SE Ruben Avenue Arcadia, FL 34266

ARTICLE X. - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of

the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, on this 15th day of January, 2004.



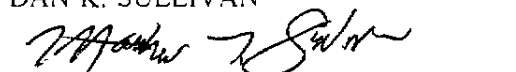
JODY B. SULLIVAN



KEVIN H. SULLIVAN



DAN K. SULLIVAN

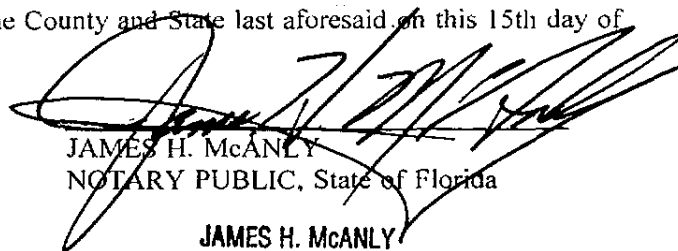


MATTHEW T. SULLIVAN

STATE OF FLORIDA
COUNTY OF DESOTO

BEFORE ME, the undersigned authority, personally appeared JODY B. SULLIVAN, KEVIN H. SULLIVAN, DAN K. SULLIVAN and MATTHEW T. SULLIVAN, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, on this 15th day of January, 2004.



JAMES H. McANLY
NOTARY PUBLIC, State of Florida

Personally Known or
Produced Identification
Type of Identification: _____

JAMES H. McANLY
Notary Public, State of Florida
My comm. exp. July 11, 2004
Comm. No. CC954207

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

FILED
01 JAN 20 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted
compliance with said Act:

That **SULLIVAN HORSES, INC.**, desiring to organize under the laws of the State of Florida,
with its principal address at 2135 SE Ruben Avenue, Arcadia, Florida 34266, as indicated in the
Articles of Incorporation, at the County of DeSoto, State of Florida, has named **JODY B.
SULLIVAN**, 2135 SE Ruben Avenue, Arcadia, Florida, 34266, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.

DATED this 15th day of January, 2004.


JODY B. SULLIVAN