

P96000027827



ACCOUNT NO. : 0721000000002
REFERENCE : 898899 125914A
AUTHORIZATION :
COST LIMIT : % PREPAID

56 MAR 28 PM 3:47
RECEIVED

ORDER DATE : March 28, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 898899

CUSTOMER NO: 125914A

CUSTOMER: Tracy A. Radford, Legal Asst
BLASLAND, BOUCK & LEE, INC.

6723 Towpath Road
Syracuse, NY 13214

RECEIVED
CORPORATION DIVISION
MAR 28 1996

DOMESTIC FILING

NAME: GRADE I HORSE TRANSPORTATION,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS: _____

RECEIVED
56 MAR 28 AM 11:36
DIVISION OF CORPORATION

GB 3/29/96

**ARTICLES OF INCORPORATION
OF
GRADE I HORSE TRANSPORTATION, INC.**

96 MAR 28 PM 3:47

ALL
11:00 AM

Article 1. Name. The name of the Corporation is:

Grade I Horse Transportation, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address. The principal place of business of the Corporation is at 185 N.W. Spanish River Boulevard, Suite 110, in Boca Raton, Florida. The mailing address of the Corporation is 185 N.W. Spanish River Boulevard, Suite 110, Boca Raton, Florida 33431-4230, Attn: Warren V. Blasland, Jr.

Article 5. Initial Registered Office and Agent. The initial registered office of the Corporation is at 185 N.W. Spanish River Boulevard, Suite 110, Boca Raton, Florida 33431-4230. The name of the initial registered agent at that address is H. Larry Vozzo, Esq.

Article 6. Authorized Shares. The number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 7. Initial Board of Directors. The name and address of the sole initial directors shall be:

Warren V. Blasland, Jr.
185 N.W. Spanish River Boulevard
Suite 110
Boca Raton, Florida 33431-4230

Anthony Margotta, Jr.
10 Lancaster Drive
Marlton, New Jersey 08053


Article 8. Incorporator. The name and address of the sole Incorporator is:

H. Larry Vozzo
185 N.W. Spanish River Boulevard
Suite 110
Boca Raton, Florida 33431-4230

Article 9. Commencement of Existence. The Corporation's existence shall commence as of the filing of these Articles of Incorporation.

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of March, 1996.

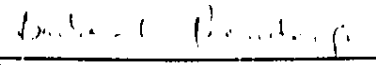


H. LARRY VOZZO

STATE OF NEW YORK
COUNTY OF ONONDAGA

The foregoing instrument was acknowledged before me this 2nd day of March, 1996, by H. LARRY VOZZO, who is personally known to me or who has produced his identification.

BARBARA L. PRENDERGAST
Notary Public, State of New York
Qualified in Onondaga Co. No. 4965684
My Commission Expires 11/23/96



Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 2nd day of March, 1996.



H. LARRY VOZZO
Registered Agent