



THE UNITED STATES
CORPORATION
COMPANY

A 99600000183

ACCOUNT NO. : 072100000032

REFERENCE : 113972 4352702

AUTHORIZATION :

COST LIMIT :

Patricia P.
227.50

ORDER DATE : January 27, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 113972-010

CUSTOMER NO: 4352702

CUSTOMER: Susan B. Hecker, Esq
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: EQUINE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

200002756072--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

3/1

DIVISION OF CORPORATION

99 JAN 27 AM 11:23

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699400003962

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99 JAN 27 PM 1:19

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1/28/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 1999

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: EQUINE, LTD.
Ref. Number: W99000002089

RESUBMIT

Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 28 PM 4:49

We have received your document for EQUINE, LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Since you will also be changing the name of the partnership's corporate general partner, be sure that name is corrected throughout these documents.

ALSO, please note that with a total anticipated limited partner contribution amount of \$50,000.00, the TOTAL REQUIRED to file this partnership and to obtain a certified copy would only be \$437.50. Please call or write to authorize us to change the amount on your coversheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 599A00003714

RECEIVED
99 JAN 28 AM 11:29
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

EQUINE STABLE, LTD.

A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

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1. The name of the limited partnership is "Equine Stable, Ltd." _____
2. The address of the office of the limited partnership is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.
3. The name and address of the agent for service of process on the limited partnership is Anina C. McSweeney, 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.
4. The names and business addresses of the General Partner is:

Equine Stable, Inc.
3665 Bee Ridge Road, Suite 310
Sarasota, Florida 34233

paquuuu8689

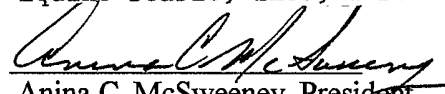
5. The mailing address of the limited partnership is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233
6. The latest date upon which the limited partnership shall dissolve is January 1, 2099.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Equine Stable, Ltd. this the 26 day of January 1999.

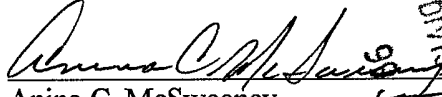
Equine Stable, Inc., a Florida corporation

By:


Anina C. McSweeney, President
"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Equine Stable, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Anina C. McSweeney
"Registered Agent"

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SBH-343495.1

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF SARASOTA

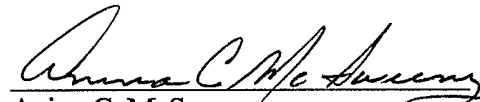
BEFORE ME, the undersigned authority, personally appeared Anina C. McSweeney, as President of Equine Stable, Inc., a Florida corporation which are the General Partners of Equine Stable, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$20,000.00.

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

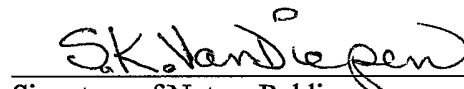

Anina C. McSweeney

SWORN TO AND SUBSCRIBED before me this 26th day of January, 1999 by Anina C. McSweeney, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



"OFFICIAL NOTARY SEAL"
S. K. VAN DIEPEN
MY COMM. EXP. 5-6-99
No. CC 451521


Signature of Notary Public

S. K. VanDiepen
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on

5/6/99