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DELAWARE
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INCORPORATORS
INC.

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September 21, 1995

Ms. Brenda Tadlock
Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: CLASSIC SILK RANCH INC.
File #: 5612

Dear Secretary of State:

Please find enclosed the following documents:

- 1) Application to register a foreign corporation
- 2) Payment of \$70.00
- 3) Certificate of Good Standing - State of Delaware laser printed original document.

Please return the authorization certificate or any other documents to:

Delaware Business Incorporators, Inc.
3422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192

100001594151
-09/26/95--01113--026
***122.50 ***122.50

Thank you for your prompt response to our request.

Sincerely,

Lori M. Whitlock
Lori M. Whitlock

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9/25

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CLASSIC SILK RANCH INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. AUGUST 29, 1995
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON AUTHORIZATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 10275 NOTTINGHAM FOREST DRIVE
BROOKSVILLE, FL 34601
(Current mailing address)
8. HORSE BREEDING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: MICHAEL W. FINLEY

Office Address: 10275 NOTTINGHAM FOREST DRIVE

BROOKSVILLE, Florida, 34601
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: MICHAEL W. FINLEY

Address: 10275 NOTTINGHAM FOREST DRIVE

BROOKSVILLE, FL 34601

Vice Chairman: _____

Address: _____

Director: MICHAEL W. FINLEY

Address: 10275 NOTTINGHAM FOREST DRIVE

BROOKSVILLE, FL 34601

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MICHAEL W. FINLEY

Address: 10275 NOTTINGHAM FOREST DRIVE

BROOKSVILLE, FL 34601

Vice President: _____

Address: _____

Secretary: MICHAEL W. FINLEY

Address: 10275 NOTTINGHAM FOREST DRIVE

BROOKSVILLE, FL 34601

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

X 13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

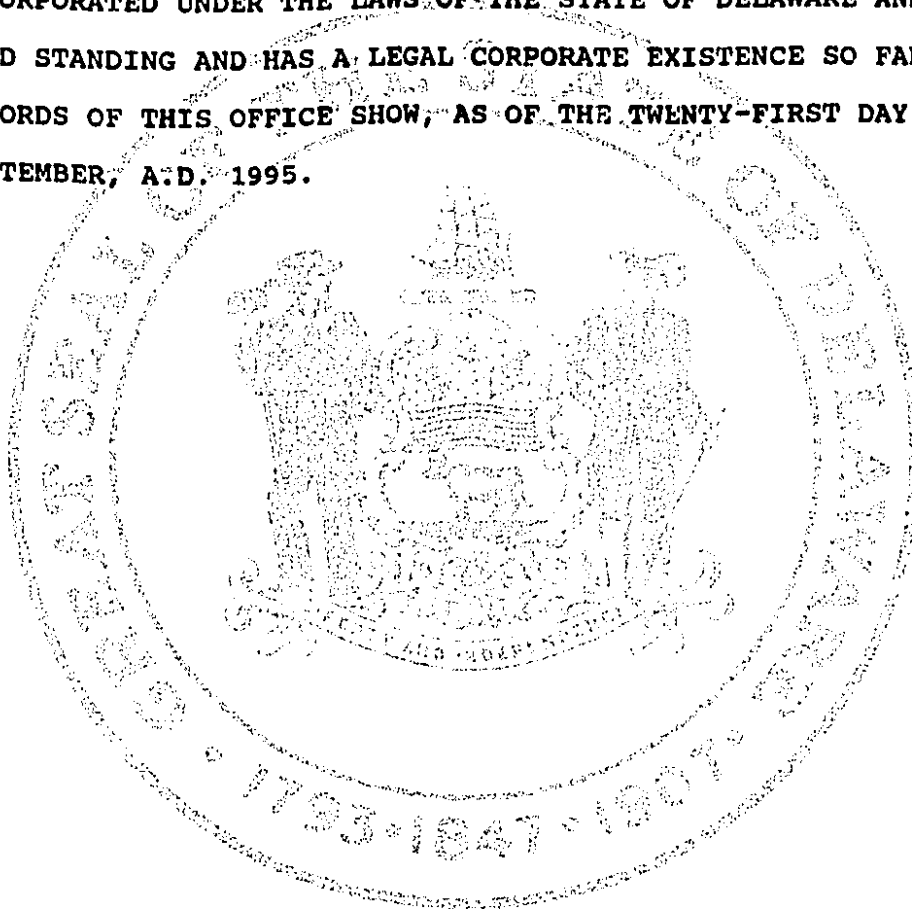
X 14. MICHAEL W. FINLEY - Pres.
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLASSIC SILK RANCH INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7647808

DATE:

09-21-95