

DEC 18 1996 10:35 FROM THE COMPANY CORP. TO 198724888 P.01
F 96000006622

TO: DIVISION OF CORPORATIONS
(904) 22-4000

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CERPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: TOPSIDE, INC.
AUDIT NUMBER.....H96000016339
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0 PAGES..... 54
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER <CR> TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

RECEIVED
96 DEC 18 AM 9:12
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 9:52

LR
12/18

November 20, 1996

THE COMPANY CORPORATION

SUBJECT: TOPSIDE, INC.
REF: W96000024630

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The second page of the application containing the officers and directors was not attached.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (904) 487-6094.

Doug Dickinson
Document Specialist

FAX Aud. #: H96000016339
Letter Number: 596A00052831

H96000016339

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 9:22

I, the undersigned DAVID WOODS-HILL, do hereby certify

that this Resolution of the Board of Directors of TOPSIDE, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE

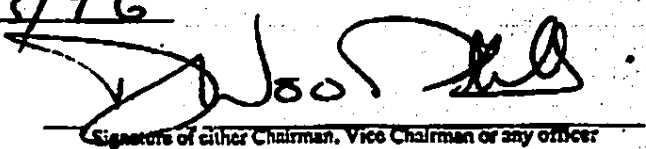
was duly adopted on DECEMBER 3, 19 96.

Be it resolved, that TOPSIDE, INC
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

Topside International Inc. for use in Florida.

Dated: 12/3/96


Signatures of either Chairman, Vice Chairman or any officer:

D. WOODS-HILL
Type or print name

DNH319(4/96)

H96000016339

H96000016339

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1803, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

SECRET 188
DIVISION OF CORPORATIONS
STATE OF FLORIDA

1. TOPSIDE, INC. (will do business in FL as Topside International, 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 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/30/96 5. PERPETUAL
(Date of incorporation) (Duration: Y: if corp. will cease to exist or "perpetual")

6. Upon Approval
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.186, F.S.)

7. 250, MIRROR LAKE DR. N.
ST. PETERSBURG FLA. 33701
(Current mailing address)

8. BUY, TRAIN AND SELL PERFORMANCE HORSES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: David W. Woods-Hill

Office Address: 250, MIRROR LAKE DR. N.

St. Petersburg FL, Florida, 33701
(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.

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.

H96000016339

H96000016339

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: DAVID W. WOODS-HILL

Address: 210 MERRILL LANE DE. N.
S. GREENPOND CT. 32701

Vice Chairman: PATRICK SILVERA

Address: AS ABOVE

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DAVID W. WOODS-HILL

Address: AS ABOVE

Vice President: _____

Address: _____

Secretary: DAVID W. WOODS-HILL

Address: AS ABOVE

Treasurer: REBECCA J WOODS-HILL

Address: AS ABOVE

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

[Handwritten Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. D. WOODS-HILL, PRESIDENT, CHAIRMAN

(Typed or printed name and capacity of person signing application)

H96000016339

95 DEC 18 AM 9:52

SECRETARY OF STATE
DIVISION OF CORPORATIONS

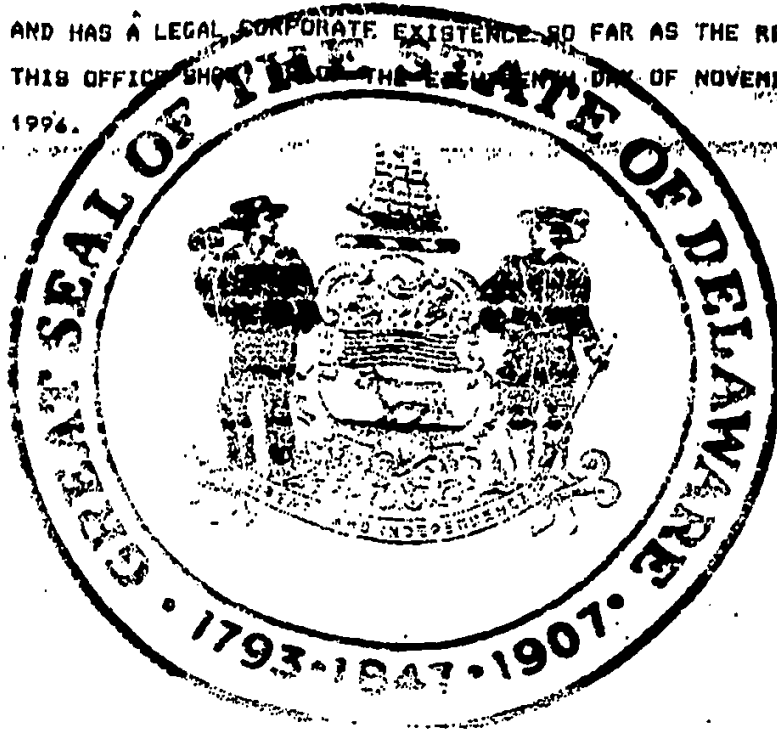
H96000016339

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 "TOPSIDE, 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 TO THE FIFTEENTH DAY OF NOVEMBER, 1996.

6 DEC 18 AM 9:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State



2676917 8300

AUTHENTICATION:

8195533

DATE:

11-18-96

960334854
H96000016339

TOTAL P.05