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REFERENCE : 094131 11102A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 11, 1999

ORDER TIME : 10:01 AM

ORDER NO. : 094131-005

CUSTOMER NO: 11102A

CUSTOMER: Ivan M. Lefkowitz, Esq  
LEFKOWITZ & BLAHER, P.A.  
LEFKOWITZ & BLAHER, P.A.  
430 North Mills Avenue

Orlando, FL 32803

DOMESTIC FILING

NAME: STILLWATER STABLES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

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:

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DIVISION OF CORPORATIONS  
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**LEFKOWITZ & BLOOM, P.A.**

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DAVID RHETT BAKER  
JOSEPH I. GOLDSTEIN

\* BOARD CERTIFIED IN TAXATION AND  
MASTER OF LAWS IN ESTATE PLANNING  
+ ALSO ADMITTED IN MASSACHUSETTS

January 8, 1999

Attn.: Corporations Division  
Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

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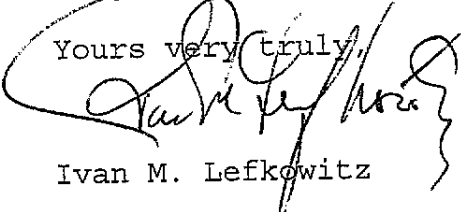
Re: Stillwater Stables, L.L.C.  
Effective Date: January 8, 1999

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$337.50 to cover the \$250.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 fee for designation of registered agent.

Yours very truly,

  
Ivan M. Lefkowitz

IML:glg  
Enclosures  
cc: Michael Sergi, Manager

ARTICLES OF ORGANIZATION  
OF  
STILLWATER STABLES, L.L.C.

The undersigned certifies that he is establishing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

**STILLWATER STABLES, L.L.C.**

The mailing address is 1320 Old Mims Road, Geneva, Florida 32732.

The street address of its principal place of business is 1320 Old Mims Road, Geneva, Florida 32732.

ARTICLE II  
DURATION

The period of this Company's duration is perpetual, effective as of January 8, 1999.

ARTICLE III  
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by one (1) manager. The number of managers may be increased or decreased by resolution of the members amending the Regulations of the Company, but shall never be less than one (1). The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

Names

Addresses

MICHAEL J. SERGI

1320 Old Mims Road  
Geneva, Florida 32732

LOANNE Y. SERGI

1320 Old Mims Road  
Geneva, Florida 32732

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ARTICLE IV  
VOTING BY MEMBERS AND MANAGERS

Unless otherwise provided in the Regulations, all votes by members or managers, if there be more than one, shall be weighted in proportion to their relative profit sharing percentages, separately determined as to both voting and non-voting membership interests.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the then existing voting membership interests of the Company. Contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 75% of the voting membership interests of the Company.

ARTICLE VI  
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company. This Company may be dissolved by the written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

IVAN M. LEFKOWITZ, Esquire  
430 North Mills Avenue  
Orlando, Florida 32803

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ARTICLE VIII  
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 75% of the then existing relative capital accounts of the Company.

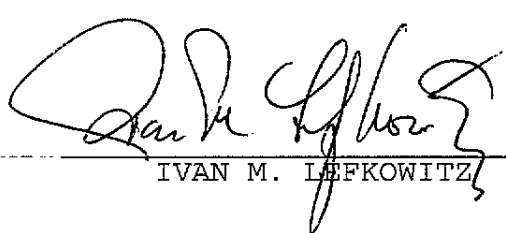
Executed by the undersigned on January 8, 1999.

  
MICHAEL J. SERGI, Member/Manager

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: January 8, 1999

  
IVAN M. LEFKOWITZ

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
PURSUANT TO F.S. § 608.407

State of Florida  
County of Orange

Before the undersigned authority personally appeared MICHAEL J. SERGI, a member of STILLWATER STABLES, L.L.C., who on oath says:

1. That he is a member of STILLWATER STABLES, L.L.C.
2. That STILLWATER STABLES, L.L.C., has at least two members.
3. The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000.00).
4. If any, the agreed value of property other than cash contributed by the members is \$--0---. A description of the property is attached as Exhibit A and made a part of this affidavit.
5. The total amount of cash or property anticipated to be contributed by the members is Thirty Thousand Dollars (\$30,000.00). This total includes the amounts from paragraphs 3 and 4 above.

Further affiant sayeth naught.

Michael J. Sergi  
MICHAEL J. SERGI, Member/Manager

Sworn to and subscribed before me this 8 day of January, 1999, by MICHAEL J. SERGI, on behalf of STILLWATER STABLES, L.L.C., who is personally known to me or who has produced a Florida driver's license as identification.

Fern D. Lefkowitz  
Notary Public  
My Commission expires:



Fern D. Lefkowitz  
Commission # CC 770704  
Expires OCT. 16, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.