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Vose & Blau

Attorneys at Law

January 13, 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Donna West Equestrian Services, inc.

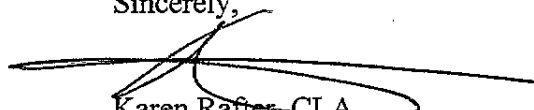
Dear Sir or Madame:

Enclosed please find Articles of Organization for Donna West Equestrian Services, L.C. and our firm check in the amount of \$285.00 for filing fees. Please return a certified copy of the Articles to my attention in the self-addressed, stamped envelope.

Thank you for your attention to this matter.

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-01/20/99-01008-002
****285.00 ****285.00

Sincerely,


Karen Rafter, CLA
Paralegal

Enclosures: as stated
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Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY

The undersigned member hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be:

DONNA WEST EQUESTRIAN SERVICES, L.C.

ARTICLE II. ADDRESS

The address of the principal office of this Limited Liability Company shall be

c/o Vose & Blau
2705 West Fairbanks Avenue
Winter Park, Florida 32789

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III. MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Donna West
c/o Vose & Blau
2705 West Fairbanks Avenue
Winter Park, Florida 32789

ARTICLE IV. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be:

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N/A

ARTICLE V. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Limited Liability Company shall be:

N/A

ARTICLE VI. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DONNA WEST EQUESTRIAN SERVICES, L.C. deposes and says:

1. The above Limited Liability Company has one member.
2. The total amount of cash contributed by the member is \$ 10,000
3. If any, the agreed value of property other than cash contributed by the member is \$ N/A
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by the member is \$ 50,000
\$ 60,000
5. The total amount of 2, 3 and 4 is

Donna West
DONNA WEST, Member

In accordance with section 608.408.3, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DONNA WEST EQUESTRIAN SERVICES, L.C.

2. The name and address of the registered agent and office is:

Donna West
c/o Vose & Blau
2705 West Fairbanks Avenue
Winter Park, Florida 32789

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.

Donna West
Donna West

January 13, 1999
Date