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William Fullam
15096 Northwest Gainesville Road
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Reddick, Florida 32686

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October 28, 1999

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-12/27/99--01078--008
*****236.25 *****78.75

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PEGASUS FARM BROODMARE III, INC

Dear Sir:

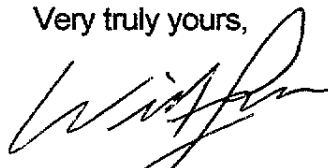
Enclosed please find an original and one copy of the Articles
Of Incorporation of PEGASUS FARM BROODMARE III, INC.
We also enclose our Check in the amount of \$78.75 representing:

Filing fee.....	\$ 70.00
Copies	8.75
TOTAL FEE:	\$ 78.75

As well as a self-addressed stamped envelope for your convenience in providing the undersigned with the certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,


William Fullam

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

PEGASUS FARM BROODMARE III, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the state of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

PEGASUS FARM BROODMARE III, INC.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Boards of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security, interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees; or on the life of any shareholder for the purpose of acquiring at this death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To engage in the breeding and sale of horses.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$100.00.

ARTICLE V

The principal office of this corporation will be 13777 Northwest Gainesville Road, Reddick, Florida 32686

ARTICLE VI

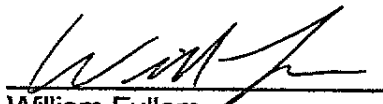
The name and post office address of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until his successors are elected and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Fullam	13777 Northwest Gainesville Road Reddick, Florida 32686
Joseph Beech	1050 Summer Street Lynnfield, Massachusetts 01940
Barbara Beech	1050 Summer Street Lynnfield, Massachusetts 01940

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28th day of October, 1999.


William Fullam

STATE OF FLORIDA :
: ss.
COUNTY OF MARION :

The foregoing instrument was acknowledge before me this 28th day of October, 1999, by WILLIAM FULLAM, who is personally known to me.

My commission expires: 6/2/2002


Signature of Acknowledger

Rose E. Henrich
Typed/Printed Name of Acknowledger



Notary
Title or Rank

CC 747861
Serial Number, if any

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

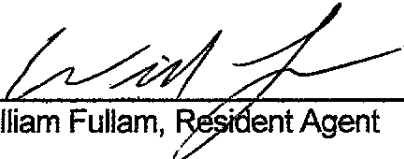
ARTICLE VII

In pursuance of Chapter 48.091, Florida statutes the following is submitted, in compliance with said Act:

First. That PEGASUS FARM BROODMARE III, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 13777 Northwest Gainesville Road, Reddick, County of Marion, State of Florida 32686, has named William Fullam, 13777 Northwest Gainesville Road, Reddick, County of Marion, State of Florida 32686, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


William Fullam, Resident Agent

ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
William Fullam	13777 Northwest Gainesville Road Reddick, Florida 32686	20
Joseph and Barbara Beech	1050 Summer Street Lynnfield, Massachusetts 01940	80

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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