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Thomas V. Close, Attorney at Law

Lake Wellington Professional Centre
12230 Forest Hill Boulevard - Suite 122
Wellington, Florida 33414-5799

Telephone (561) 227-1555
Facsimile (561) 227-1556

February 9, 2000

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75


RE: LMS DRESSAGE, INC.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above referenced non-profit corporation along with a check in the amount of \$78.75 for the filing of same.

Please provide us with a Certificate of Status and a certified copy of the Articles at your earliest convenience.

Sincerely yours,


Thomas V. Close

TVC/lb

enc.

cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LMS DRESSAGE, INC.**

The undersigned for purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is LMS DRESSAGE, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The corporation shall have its principal office at 2532 Bedford Mews, Wellington, FL 33414.

ARTICLE III - CORPORATE PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2532 Bedford Mews, Wellington, FL 33414 and the name of the initial registered agent of this corporation at that address is Linda M. Smith.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the

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bylaws. The name and address of the initial board of directors of this corporation are:

LINDA M. SMITH
2532 Bedford Mews
Wellington, FL 33414

ARTICLE VIII - INCORPORATOR

The name and address of each person signing these Articles of Incorporation is:

LINDA M. SMITH
2532 Bedford Mews
Wellington, FL 33414

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF the undersigned subscribed have executed these Articles of Incorporation this 10th day of February, 2000.


LINDA M. SMITH

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LINDA M. SMITH, who is () personally known to me or who has provided FL. D.H. as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 10th day of February, 2000.



Thomas V. Glose
Commission # CG 823446
Expires Apr. 4, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

A handwritten signature in cursive script, likely of the notary Thomas V. Glose, written over a horizontal line.

NOTARY PUBLIC

State of Florida at Large

My commission expires: 4/4/03

comm'n # CG 823446

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT LMS DRESSAGE, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 2532 BEDFORD MEWS, WELLINGTON, FL 33414, HAS NAMED
LINDA M. SMITH, 2532 BEDFORD MEWS, WELLINGTON, FL 33414, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



LINDA M. SMITH, INCORPORATOR

DATE: 2/10/00

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER
AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER PERFORMANCE OF MY DUTIES.



LINDA M. SMITH
REGISTERED AGENT

DATE: 2/10/00

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SECTION 48.091, FLORIDA
STATUTES