JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

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00 MAY -9 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00000047291

May 8, 2000

via Federal Express

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****122.50 ****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of C & W ROCKY MOUNTAIN HORSE FARMS, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;

2. An original and one copy of the Certificate Designating Registered Agent; and

3. Check made payable to the Secretary of State in the amount of $122.50 to cover the following costs:

a. Filing Fee	$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	35.00
Total:	$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jana Andrews

Jana Andrews

JA/vr
Enclosures
cc: Gregory L. Williams

5-12
1.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C & W ROCKY MOUNTAIN HORSE FARMS, INC.

ARTICLE I
NAME

The name of the Corporation is C & W ROCKY MOUNTAIN HORSE FARMS, INC.. The address of the Corporation is 3108 Prospect Road, Tampa, Florida 33629.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in the business of owning, breeding, training and showing horses; to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar ($1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation 3108 Prospect Road, Tampa, Florida 33629, and the name of the initial Registered Agent of the Corporation at that address is Gregory L. Williams.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Gregory L. Williams
3108 Prospect Road
Tampa, Florida 33629

William W. Compton
7225 N. Mobley Road
Odessa, Florida 33556

Danette L. Williams
3108 Prospect Road
Tampa, Florida 33629

Linda L. Compton
7225 N. Mobley Road
Odessa, Florida 33556

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Gregory L. Williams, 3108 Prospect Road, Tampa, Florida 33629.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 2000.

Gregory L. Williams
INCORPORATOR AND SUBSCRIBER

00 MAY -9 AM 8:44
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That C & W ROCKY MOUNTAIN HORSE FARMS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3108 Prospect Road, Tampa, Florida 33629, has named Gregory L. Williams, located at 3108 Prospect Road, Tampa, County of Hillsborough, State of Florida 33629 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 the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: ______________________
GREGORY L. WILLIAMS
REGISTERED AGENT

Date: May 8th, 2000