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Of Counsel

May 30, 2000

Admitted to Practice:
Florida • Georgia • Texas

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

RE: KRA-Z Acre, Inc.

EFFECTIVE DATE
5-26-00

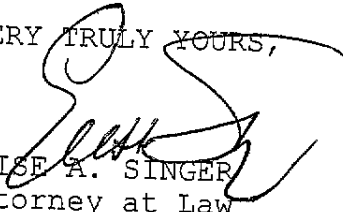
FILED
00 JUN -2 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs,

Enclosed please find the original plus one copy of Articles of Incorporation for the above referenced corporation. Also enclosed please find my firm check in the amount of \$43.75 to cover the costs of filing and a certified copy. I have also enclose a self-addressed stamped envelope for your convenience

If you have any questions please do not hesitate to contact my office.

VERY TRULY YOURS,

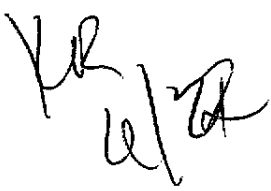

ELISE A. SINGER
Attorney at Law

Enclosure
cc: client
EAS/es

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-06/19/00--01121--002
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*****43.75 *****43.75

W 14854





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2000

ELISE A SINGER ESQUIRE
P O BOX 372008
SATELLITE BEACH, FL 32937

SUBJECT: KRA-Z ACRES, INC.
Ref. Number: W00000014854

*File Date
6-2-00*

We have received your document for KRA-Z ACRES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 000A00033480

*Give original
Per Date*

ARTICLES OF INCORPORATION

OF

KRA-Z ACRES, INC.

EFFECTIVE DATE
5-26-00

FILED
00 JUN -2 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is KRA-Z ACRES, INC.

ARTICLE II

This corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this corporation is to do business in the field of horse breeding, training, boarding, instruction and related activities and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this corporation are not to be divided into classes.

This corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the corporation is 146 Hidden Cove Drive, Melbourne Beach, Florida 32951. The initial address in Florida of the initial registered office of this corporation is 146 Hidden Cove Drive, Melbourne Beach, Florida, 32951, and the name of the initial registered agent of this corporation at that address is Robin Zuchowski.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Robin Zuchowski

146 Hidden Cove Drive
Melbourne Beach, Florida 32951

Kyle Zuchowski

146 Hidden Cove Drive
Melbourne Beach, Florida 32951

ARTICLE VIII

The Shareholders of this corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: Robin Zuchowski, 146 Hidden Cove Drive, Melbourne Beach, Florida 32937.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne Beach, Brevard County, Florida, this 26 day of May, 2000.


Robin Zuchowski

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Robin Zuchowski
Registered Agent

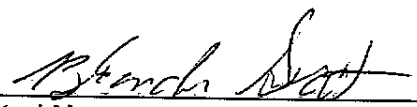
00 JUN -2 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, ROBIN ZUCHOWSKI, who is personally known to me, or produced FL. Drivers license, as identification, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 26 day of May, 2000.



Printed Name: _____
Notary Public
State of Florida at Large
My Commission Expires: _____

