

LAW OFFICES
SCOTT E. ROVINGER, P.A.

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FILED

01 JAN 29 AM 9:14

SCOTT E. ROVINGER

10001 WEST OAKLAND PARK BOULEVARD

SUITE 202
SECRETARY OF STATE
TALLAHASSEE FLORIDA 32331

P01000010821

January 25, 2001

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gains Street
Tallahassee, FL 32399

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

RE: Filing of Articles of Incorporation of
Blue Water Farms, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Article of Incorporation for the above referenced entity, Acceptance of the Registered Agent and a self-addressed, stamped envelope for the return of a confirmation letter and certified copy.

I am also enclosing this firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars, representing the costs as follows:

Filing Fee	\$35.00
Registered Agent, Designation and Acceptance	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

Sincerely,


SCOTT E. ROVINGER

SER/dp

Enclosure(s) (as noted)

Done
1/30/01
6 ✓

ARTICLES OF INCORPORATION

OF

BLUE WATER FARMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Corporation, a natural person competent to contract does form a corporation under the laws of the State of Florida.

ARTICLE I NAME:

The name of the corporation is BLUE WATER FARMS, INC.

ARTICLE II NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation is to operate an equestrian center and to do all things in connection therewith that are customarily done under the laws of the State of Florida and, in accordance with the "Corporation Act" of Florida, to invest its funds in real estate mortgages, stocks, bonds or other types of investment, and may own real or personal property, or to do and transact any and all business as permitted under the laws of the State of Florida. The business of the corporation and the United States of America shall not be limited to the foregoing activities.

ARTICLE III CAPITAL STOCK:

The capital stock of this corporation shall be 1000 shares of \$1.00 par value common stock.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV TERM OF EXISTENCE:

This corporation will exist perpetually.

ARTICLE V ADDRESS:

The initial post office address of the principal and registered office of this corporation in the State of Florida is , 2625 S.W. 148th Avenue, Davie, Florida 33331. MARILYN BUCHALTER shall be the initial registered agent at such address. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI DIRECTORS:

The corporation shall have one director initially.

ARTICLE VII INITIAL DIRECTOR:

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Marilyn Buchalter 2625 S.W. 148th Avenue
Davie, FL 33331

ARTICLE VIII SUBSCRIBER:

The name and post office address of the subscriber to these Articles of Incorporation is:

Marilyn Buchalter 2625 S.W. 148th Avenue
Davie, FL 33331

ARTICLE IX OFFICERS:

A. The officers of the corporation shall be President, Vice President, Treasurer and Secretary and such other officers as may be provided by the By-Laws.

B. The names of the person(s) who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President/Vice President: Marilyn Buchalter
Secretary/ Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE X AGREEMENT:

These Articles of Incorporation may be amended in the manner approved 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 stock 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.

1. No shareholder of the corporation may sell or transfer his stock in this corporation until the same shall have been approved, at a stockholders' meeting, exclusive of the stock proposed to be sold. The shares of stock proposed to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XI

1. The name of the initial registered agent at the above address of the corporation is Marilyn Buchalter.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent
of BLUE WATER FARMS, INC.

Marilyn Buchalter
MARILYN BUCHALTER

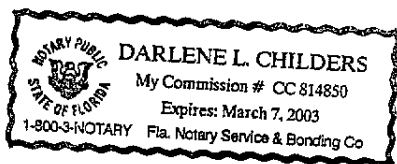
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME personally appeared MARILYN BUCHALTER to me well
known and to me to be the individual described in and who executed
the foregoing Articles of Incorporation, and acknowledged before me
that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State
named above this 25 day of January,
2001.

Darlene L. Childers
NOTARY PUBLIC, State of Florida at Large

My commission Expires:



IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a professional sales corporation to do business in the State of Florida, under the laws of Florida, do hereby make and file these Articles of Incorporation and I do hereby declare and certify that the facts herein are true and do agree to take the number of shares set forth and I hereunto set my hand and seal this

25 day of January, 2001.

Marilyn Buchalter
MARILYN BUCHALTER

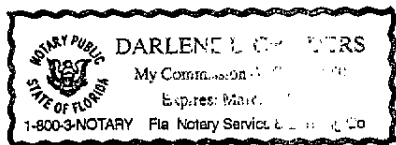
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME personally appeared MARILYN BUCHALTER to me well known and to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 25 day of January, 2001.

Darlene L. Childers
NOTARY PUBLIC, State of Florida at Large

My commission Expires: _____



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