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One First Lane St. Augustine, FL 32080 (904) 461-5439 01 FEB -5 PM 2: 03

SECRETARY OF STATE TALLAHASSEE, FLORIDA

February 1, 2000

= D1/29/01

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

Re: Epona Performance Horses, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 (Filing Fee & Certified Copy).

FROM:

Betty M. Morris

One First Lane

St. Augustine Beach, FL 32080

(904) 947-1518

200003632622-- 3 -02/05/01--01031--017 ******78.75 ******78.75

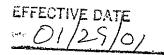
I have also enclosed a stamped, self-addressed envelope for your convenience in returning the Certified Copy to me.

Thank you for your assistance,

ly 2/ce/01/

ARTICLES OF INCORPORATION FOR EPONA PERFORMANCE HORSES, INC.

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SEGRETARY OF STATE
TALLAHASSEE, FLORIDA



In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as the incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is EPONA PERFORMANCE HORSES, INC.

ARTICLE II

The existence of the Corporation shall begin on JANUARY 29, 2001.

ARTICLE III

The street address of the principal office of the Corporation is One First Lane, St. Augustine Beach, Florida, 32080.

ARTICLE IV

The purpose for the formation of this Corporation is the raising and breeding of performance horses with the goal of enhancing the appearance, performance, and temperament of the American Sport Horse, and any and all other lawful enterprise(s).

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 20,000, par value \$.10 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial registered agent for the Corporation at that address is Ralph L. Morris. The initial street address of the Corporation's registered office is One First Lane, St. Augustine Beach, Florida, 32080.

ARTICLE VII

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name: Address:

RALPH L. MORRIS One First Lane

St. Augustine Beach, FL 32080

BETTY M. MORRIS One First Lane

St. Augustine Beach, FL 32080

ARTICLE VIII

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

Name: Address:

BETTY M. MORRIS One First Lane

St. Augustine Beach, FL 32080

ARTICLE XI

The name and Florida street Address of the registered agent is:

RALPH L. MORRIS One First Lane

St. Augustine Beach, FL 32080

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 31, 2001.

BETTY M MORRA

One First Lane

St. Augustine, FL 32080

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for EPONA PERFORMANCE HORSES, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

RALPH L. MORRIS

Date: January 31, 2001

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