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ORDER DATE : October 22, 2001

ORDER TIME : 2:19 PM

ORDER NO. : 127953-005

CUSTOMER NO: 80576A

CUSTOMER: William S. Wood, Esq
William S. Wood, Esq

P.O. Box 3365

Tequesta, FL 33469-0365

DOMESTIC FILING

NAME: C.O.D. FARMS, INC.

EFFECTIVE DATE: —

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

2001 OCT 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

RECEIVED
OCT 22 PM 3:18
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

10/22/01

WILLIAM S. WOOD
ATTORNEY AT LAW
THE ALHAMBRA
725 N. A1A, SUITE A-104
JUPITER, FLORIDA 33477

MAILING ADDRESS

P.O. BOX 3365
TEQUESTA, FLORIDA 33469-0365

FILED
2001 OCT 22 PM 4:00
TELEPHONE: (561) 746-8331
FAX: (561) 746-1144
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 18, 2001

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

Re: C.O.D. Farms, Inc.

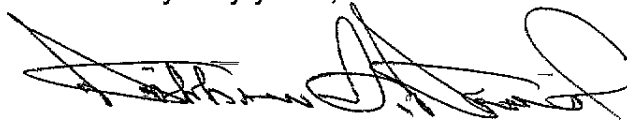
Dear Sir/Madam:

I have enclosed herein Articles of Incorporation of C.O.D. Farms, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Process May Be Served along with copies.

I am also enclosing a check in the amount of \$70.00 to cover your fee for filing the Articles of Incorporation.

Thank you for your help and cooperation in this matter. If you have any questions regarding the same, please do not hesitate to contact this office.

Very truly yours,



William S. Wood

WSW/smc
Enclosure

**ARTICLES OF INCORPORATION
OF
C.O.D. FARMS, INC.**

FILED
2001 OCT 22 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of this corporation is **C.O.D. FARMS, INC.** The principal office address and registered agent address shall be 16835 131st Way North, Jupiter, FL 33478 and the mailing address is P.O. Box 867, Jupiter, FL 33468.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, land to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; and more particularly and without limitation it shall have the power to breed, race, care for, and board greyhounds and engage in all things associated with the greyhound industry, and to engage in such other business for any lawful purpose not specifically prohibited to corporations under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan

association, cooperative association, mutual fire insurance association, fraternal benefit society, or a state fair or exposition.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This restriction shall be indicated on all share certificates.

ARTICLE VII. RESTRICTIONS ON TRANSFERS OF STOCK

Shares of capital stock in this corporation shall be issued initially to the following persons with the amount set opposite their names.

<u>Names</u>	<u>Shares of Capital Stock</u>
Timothy D. Cahill	333 1/3 rd
E. Wayne Drew	333 1/3 rd
Robert V. Drew	333 1/3 rd

Shares held by the initial shareholder, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or shareholders or to the corporation. This restriction shall be indicated on all share certificates.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 16835 131st Way North, Jupiter, FL 33478 with a mailing address of P.O. Box 867, Jupiter, FL 33468, and the name of the initial registered agent of this corporation is E. Wayne Drew.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The Number of directors may be increased from time to time by the by-laws, but shall never be fewer than three (3). The names and addresses of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Timothy D. Cahill	10901 Brighton Bay Blvd. NE, Apt. 7101 St. Petersburg, FL 33716
E. Wayne Drew	P.O. Box 867 Jupiter, FL 33468
Robert V. Drew	1105 Mohawk Street Jupiter, FL 33458

ARTICLE X. INCORPORATOR

The name and address of the person signing these articles is:

E. Wayne Drew	P.O. Box 867 Jupiter, FL 33468
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ARTICLE XI. ACTION BY WRITTEN CONSENT

The stockholders and directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII. MEETINGS BY CONFERENCE TELEPHONE

The Stockholders and members of the Board of Directors may participate in meetings of the Stockholders and Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIII. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV. AMENDMENT

These articles of incorporation may be amended in the manner provided 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 is made.

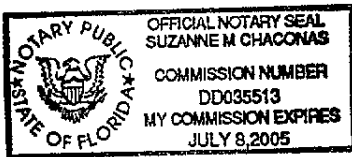
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 2001.


E. WAYNE DREW

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared E. WAYNE DREW, personally known to me or identified by the following identification personally known, and known to me to be the person who executed the foregoing Articles of Incorporation, who did not take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the state and county aforesaid, this 18th day of October, 2001.



Suzanne M. Chaconas

(Print Name of Notary)
Notary Public, State of Florida at Large.
My Commission Number is:
My Commission Expires:

**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 C.O.D. FARMS, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1685 131ST WAY NORTH, JUPITER, PALM BEACH COUNTY,
STATE OF FLORIDA, HAS NAMED E. WAYNE DREW, LOCATED AT 16835 131ST WAY
NORTH, JUPITER, FL 33478, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

DATED THIS 18th DAY OF October, 2001.

E. Wayne Drew (SEAL)
E. WAYNE DREW, SECRETARY

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

E. Wayne Drew (SEAL)
E. WAYNE DREW
RESIDENT AGENT

DATE: October 18, 2001

FILED
2001 OCT 22 PM 4:00
TALLAHASSEE
FLORIDA
SECRETARY OF STATE