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LAW OFFICES OF
JEFF TOMBERG, J.D., P.A.
P.O. Box 1426
626 S.E. 4th Street
Boynton Beach, Florida 33435

Jeff Tomberg
Board Certified Civil
Trial Lawyer

November, 2001

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

Re: SILVER LINING FARMS, INC.

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for SILVER LINING FARMS, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

JEFF TOMBERG

JeT/ah

FILED
01 DEC -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/p/s

ARTICLES OF INCORPORATION

of

SILVER LINING FARM, INC.

FILED
01 DEC -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is SILVER LINING FARM, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of to buy, sell, rent, real property; equine investments and holdings, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this 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 the issuance of

fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 626 S.E. 4th Street, Boynton Beach, Florida 33435. The name of the initial registered agent of this corporation at that address is JEFF TOMBERG.

Article VIII -- Principal Place of Business

The initial principal place of business is 4 South Broadway, Ocala, Florida 34478. The mailing address is 4 South Broadway, Ocala, Florida 34478.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

JEFF TOMBERG
626 S.E. 4th Street
Boynton Beach, Florida 33435

Article X -- Incorporator

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

JEFF TOMBERG
626 S.E. 4th Street
Boynton Beach, Florida 33435

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this th 30 day of November, 2001.



JEFF TOMBERG

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STATE OF FLORIDA

COUNTY OF PALM BEACH

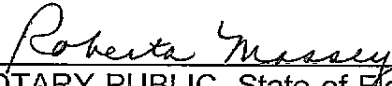
BEFORE ME, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared **JEFF TOMBERG**, who

☒ is personally known to me

_____ produced _____ as identification

who after being duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 30th day of November, 2001.



NOTARY PUBLIC, State of Florida
My Commission expires:



ROBERTA MASSEY
COMMISSION # CC 703532
EXPIRES JAN 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to F.S. 48.091.

SILVER LINING FARM INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4 South Broadway, Ocala, Florida 34478, has named JEFF TOMBERG, located at 626 S.E. 4th Street, Boynton Beach, Florida 33435, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

JEFF TOMBERG

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FILED
01 DEC -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA