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WARREN E. AVIS, JR.
Board Certified Real Estate Attorney
Also Admitted In Michigan
wea@avislaw.com

DEBORAH K. AVIS
(Ret. 1999)

OF COUNSEL
JILL E. KAUFMAN
jek@avislaw.com

125 WORTH AVENUE SUITE 221
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
FACSIMILE (561) 659-0942

ALAN E. ANDERSON
afa@avislaw.com
TESSA T. BELL
ttb@avislaw.com
MARGARET E. BUSH
meb@avislaw.com
PARALEGALS

January 2, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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

Re: PALM BEACH EQUESTRIAN REALTY, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Warren E. Avis, Jr.

WEA/mb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

101-04-02
10.

ARTICLES OF INCORPORATION
OF
PALM BEACH EQUESTRIAN REALTY, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S., the undersigned incorporator, WILLIAM P. VARNEY, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

PALM BEACH EQUESTRIAN REALTY, INC.

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TALLAHASSEE FLORIDA

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3401 EQUESTRIAN CLUB ROAD
WELLINGTON, FLORIDA 33414

ARTICLE III

PURPOSE

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

SHARES

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent is:

WILLIAM P. VARNEY
3401 EQUESTRIAN CLUB ROAD
WELLINGTON, FLORIDA 33414

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

WILLIAM P. VARNEY
3401 EQUESTRIAN CLUB ROAD
WELLINGTON, FLORIDA 33414

ARTICLE VII

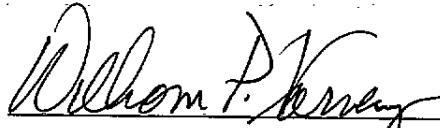
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until his successor is elected, is:

WILLIAM P. VARNEY
3401 EQUESTRIAN CLUB ROAD
WELLINGTON, FLORIDA 33414

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, on this 2ND day of JANUARY, 2002.



WILLIAM P. VARNEY, Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

Before me personally appeared WILLIAM P. VARNEY, to me well known to be the person described and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach, Florida, this 2ND day of JANUARY, 2002.

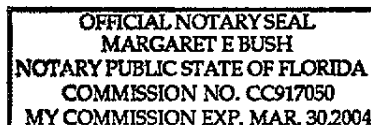


Notary Public, State of Florida at Large

MARGARET E. BUSH

Print Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PALM BEACH EQUESTRIAN REALTY, INC.

2. The name and address of the registered agent and office is:

WILLIAM P. VARNEY
3401 EQUESTRIAN REALTY, INC.
WELLINGTON, FLORIDA 33414

SIGNATURE

William P. Varney
WILLIAM P. VARNEY

TITLE

President

DATE

1/2/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

William P. Varney
WILLIAM P. VARNEY

DATE

1/2/02