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MARK M. GRIECO

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TRANSMITTAL LETTER

February 14, 2002

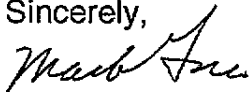
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700004949977--8
-02/18/02--01079--022
*****78.75 *****78.75

Subject: Equines Unlimited of South Florida, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



Mark M. Grieco

enclosures

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2002 FEB 18 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/2 2/21/02

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2002 FEB 18 PM 1:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
EQUINES UNLIMITED OF SOUTH FLORIDA, INC.

The undersigned incorporator, 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 Equines Unlimited of South Florida, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8569 Southern Blvd., West Palm Beach, FL 33411.

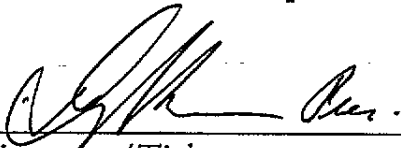
ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 14th day of February, 2002.

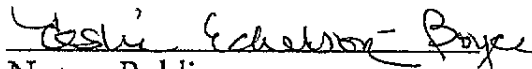

Signature/Title

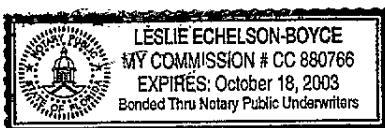
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Douglas Baskin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 14th day of February, 2002.

(NOTARY SEAL)


Notary Public
State of Florida
My Commission Expires:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

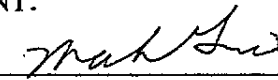
Pursuant to the provisions of Florida Statutes, the undersigned, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: Equines Unlimited of South Florida, Inc.
2. The name and address of the registered agent and office is:

Mark Grieco
3109 45th Street
West Palm Beach, FL 33407

Signature 
Title: Pres.
Date: 2/14/02

HAVING BEEN NAMED AS 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 
Date: 2/14/02

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TALLAHASSEE FLORIDA