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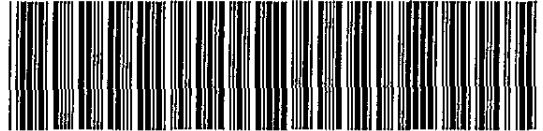
(Business Entity Name)

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03/18/03--01031--009 **78.75

FILED
03 MAR 18 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/5/04

HUGH J. ROSE
13400 NW HWY 225 A
REDDICK FL 32686
(352) 591-4800

January 22, 2003

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

Re: Horse & Hounds Restaurant Inc

Gentlemen:

Enclosed herewith are the Articles of Incorporation and one copy of said Articles, together with a check in the amount of \$78.75 to cover filing fee and certificate, regarding the above referenced matter.

Thank you for your assistance in this matter, and if you should have any further questions please do not hesitate to contact me at my phone number listed above.

Very truly yours,


Hugh J. Rose

W03-6987

**ARTICLES OF INCORPORATION
OF
HORSE & HOUNDS RESTAURANT INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

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TALLAHASSEE FLORIDA

**ARTICLE ONE
NAME AND ADDRESS**

The name of the corporation is Horse & Hounds Restaurant Inc. Whose address is 6998 NW Hwy 27 Ocala, Florida 34482

**ARTICLE TWO
CORPORATE DURATION**

This corporation shall have perpetual existence. The date and time of the commencement of corporate existence is at the time of filing the Articles of Incorporation by the Department of State.

**ARTICLE THREE
PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefore.
2. To make and enter into all contracts necessary and proper for the conduct of its business and businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporation, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses herein before described, or any part or parts thereof if not inconsistent with the laws of the State of Florida.
4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.


**ARTICLE FOUR
SHARES**

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office for the corporation is 13400 NW Hwy 225 A Reddick, FL 32686

I accept the appointment of registered Agent for said corporation:


Hugh J. Rose
Registered Agent

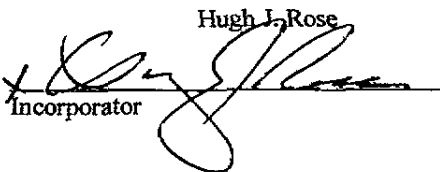
**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Hugh J. Rose	13400 NW Hwy 225A Reddick FL 32686
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**ARTICLE SEVEN
INCORPORATOR**

The name and address of the incorporator is:

 Incorporator	Hugh J. Rose 13400 NW Hwy 225A Reddick FL 32686
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**ARTICLE EIGHT
BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE NINE
OFFICERS**

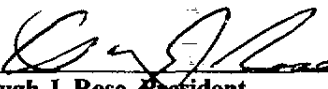
The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

President	Hugh J. Rose
Vice-President	Hugh J. Rose
Secretary	Hugh J. Rose
Treasurer	Hugh J. Rose

**ARTICLE TEN
DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders: or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the Corporation entitled to vote their own. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 22nd day of January 2003.

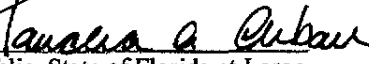


Hugh J. Rose, President

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Colleen M. Fuller, personally known to me or has provided Florida Drivers License Personally Known as identification, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of January 2003.



Notary Public, State of Florida at Large

My Commission Expires: 10/24/04



Sandra A. Arbour
MY COMMISSION # CC973462 EXPIRES
October 24, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
03 MAR 18 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA