Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 205-0381

Account Name : EMPIRE CORPORATE KIT COMPANY .

Account Number: 072450003255

Fax Number

: (305)634-3694 : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

bruce equine services, inc.

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

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ARTICLES OF INCORPORATION OF BRUCE EQUINE SERVICES, INC.

THE UNDERSIGNED PARTY TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY INCORPORATES A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1-NAME

THE NAME OF THE CORPORATION SHALL BE: BRUCE EQUINE SERVICES, INC.

ARTICLE 11 -- PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 2321 N.W. 33RD ST. #208, FT. LAUDERDALE, FLORIDA, 33309.

ARTICLE 111-CAPITAL STRUCTURE

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND SHARES OF COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF ONE DOLLAR.

ARTICLE 1V-REGISTERED AGENT

THE NAME & ADDRESS OF THE REGISTERED AGENT 19: MARIE M. MCCLAIN, 1470 S.W. 19TH AVE., FT. LAUDERDALE, FLA., 33312

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ARTICLE V-INCORPORATORS

THE NAME & ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS: DOUGLAS EDWARD BRUCE 2321 N.W. 33RD ST, #208 FT. LAUDERDALE, FLA., 33309

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION.

SIGNATURE & TITLE

ARTICLE V1-PURPOSE

THE CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- 1) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.
- 2) FOR THE PURPOSE OF ENGAGING IN ANY ONE OR MORE OF THE ACTS HERBIN SET FORTH.

ARTICLE V11-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 SHARES OF COMMON STOCK.

ARTICLE VILI--PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PROPATED SHARE THEREOF (AS MEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE 1X-INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE (1) DIRECTOR INITIALLY. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

DOUGLAS EDWARD BRUCE 2321 N.W. 33RD ST. FT. LAUDERDALE, FLA. 33309

ARTICLE X-TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED ACCORDING TO LAW. CORPORATE EXISTENCE SHALL COMMENCE ON THE DATE THESE ARTICLES ARE EXECUTED.

ARTICLE XL-OFFICERS

THE CORPORATION SHALL HAVE A PRESIDENT & SECRETARY-TREASURER, AND SUCH OTHER AND/OR ADDITIONAL OFFICERS AS MAY BE CREATED FROM TIME TO TIME BY AND AUTHORIZED BY, ITS BYLAWS. IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS STH DAY OF MARCH, 2004.

WHK-10-5004 10:01

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE 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: BRUCE EQUINE SERVICES, INC.

2)	THE	NAME &	A	DDRESS	OF	THE	REGISTE	RED	AGENT	<u>&</u>	OFFIC	E I	S:	
MARTI	.M.	MCCLAI	Ν.	1470	S.W.	. 197	TH AVE	FT.	_ LAUDE	RĬ	ALE.	FLA		33312

Adjos I NULL
SIGNAPORE CORPORATE OFFICER

I WANDLE

TITLE

03-09-04

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

MARIE M. MCCLAIN ARRID AN 8:57

DATE

DATE

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STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS 8TH DAY OF MARCH, 2004, PERSONALLY CAME AND APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, DOUGLAS EDWARD BRUCE, TO ME WELL KNOWN, AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO ACKNOWLEDGED TO ME THAT HE EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION AS HIS FREE AND VOLUNTARY ACT AND DEED AND FOR USES AND PURPOSES EXPRESSED THEREIN.

IN WITNESS WHEREFOR, I HAVE HEREUNTO SET MY HAND AND SEAL ON THE DAY AND YEAR FIRST ABOVE WRITTEN.

NOTARY PUBLIC MY COMMISSION EXPIRES:

Gary E. McCliniu
Comminium # DO 012590
E Expires Much 27, 2005
Banker Terre
Static Senting Co., Inc.

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SECRETARY OF STATE
TALLAHASSEF, FI OBIA

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