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STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

255 Magnolia Avenue SW Winter Haven, Florida 33880

RICHARD E. STRAUGHN MARK G. TURNER PAUL L. KUTCHER*A

> JACK STRAUGHN (1925-2000)

* Alko Admitted in Pennsylvania Δ Certified Circuit & County Civil Mediator

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January 18, 2005

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

RE: EXIT REALTY OF EQUESTRIAN HILLS, INC.\

Incorporation

Our File No.: 7255/001

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thank for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mek S. In

MARK G. TURNER

MGT/djb Enclosures

cc: John & Kerri Ward

exitrealty.inc\letter\fladept.articles

ARTICLES OF INCORPORATION OF EXIT REALTY EQUESTRIAN HILLS, INC.

TALLAHASSEE, FLORE

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is EXIT REALTY EQUESTRIAN HILLS, INC., whose mailing address is: 5101 Southwest 60th Street Road, Apr. #806, Ocala, Florida 34474 and whose physical address is: 5101 Southwest 60th Street Road, Apr. #806, Ocala, Florida 34474.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 5101 Southwest 60th Street Road, Apt. #806, Ocala, Florida 34474, but the Corporation shall have the power to establish branch offices

and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTOR

The name and address of the members of the first Board of Directors, are:

KERRI WARD

5101 Southwest 60th Street Road, Apt. #806 Ocala, Florida 34474

ARTICLE IX - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation of this Corporation, are:

KERRI WARD

5101 Southwest 60th Street Road, Apt. #806 Ocala, Florida 34474

IN WITNESS WHEREOF, the Subscriber has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 12+4 day of January, 2005.

SUTUAL WARD

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

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- EXIT REALTY EQUESTRIAN HILLS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of OCALA, State of FLORIDA, has named, MARK G. TURNER, located at 255 Magnolia Avenue, Southwest, Winter Haven, Florida 33880, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT: (Must be signed by Registered Agent).

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

MARK G. TURNER

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