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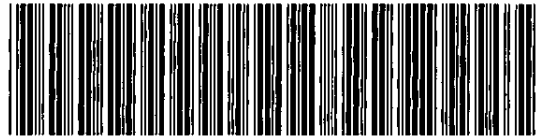
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TALLAHASSEE, FLORIDA

cf. 5-16

LAW OFFICES

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*CERTIFIED FAMILY LAW MEDIATOR
*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
°ADMITTED TO OKLAHOMA BAR

May 13, 2008

Certified Mail #: 7006 2150 0000 5211 7214

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

RE: Blue Skies Equine Services, Inc.

Dear Sir or Madame:

Enclosed are the original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed herewith is check for \$78.75 to cover your fees. Please return a date stamped copy to me in the enclosed self-addressed stamped envelope.

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

Yours truly,

HAAG, HAAG & FRIEDRICH, P.A.

By: Brian S. Mitchell
Brian S. Mitchell, Esquire

BSM/cr
Enclosures - as stated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLUE SKIES EQUINE SERVICES, INC.

The undersigned, acting as incorporators of the corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

BLUE SKIES EQUINE SERVICES, INC.

ARTICLE II. EFFECTIVE DATE

The effective date of the corporation shall be May 13, 2008.

ARTICLE III. DURATION.

This corporation shall have perpetual existence.

ARTICLE IV. PURPOSES

The purposes for which the incorporation is organized is for any and all lawful business and related activities and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

ARTICLE V. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue is One Hundred (100) shares of \$1.00 par value common stock, which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 100 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

21114 Hunter Hill Drive
Dade City, FL 33523

and the name of the initial registered agent at such address is:

Stephen Miller

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall be Stephen Miller and who shall serve as director until the first annual meeting of the shareholders or until their successors shall have been elected and qualified. The address of the initial directors is:

21114 Hunter Hill Drive
Dade City, FL 33523

The number of members of the Board of Directors may be increased or decreased by a majority vote of shareholders.

ARTICLE VIII. INITIAL INCORPORATOR

The name and address of the initial incorporator is:

Stephen Miller

whose address is:

21114 Hunter Hill Drive
Dade City, FL 33523

ARTICLE IX. SHAREHOLDER ACTION

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action, unless otherwise set forth in the By-laws.

ARTICLE X. AMENDING ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE XI. PREEMPTIVE RIGHTS.

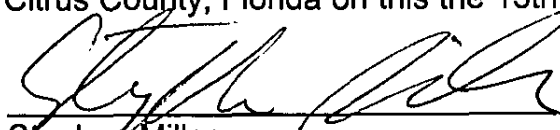
The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XII. PRINCIPAL OFFICE

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

21114 Hunter Hill Drive
Dade City, FL 33523

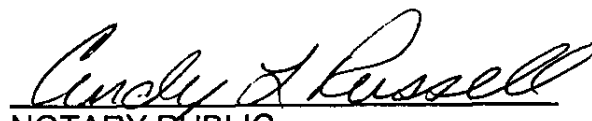
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Citrus County, Florida on this the 13th day of May 2008.


Stephen Miller
Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 13th day of May 2008, by Stephen Miller, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:


NOTARY PUBLIC
My Commission Expires: 6/7/2011



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

Blue Skies Equine Services, Inc.

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

Stephen Miller
21114 Hunter Hill Drive
Dade City, FL 33523

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.


Stephen Miller

May 13, 2008
Date

2008 MAY 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

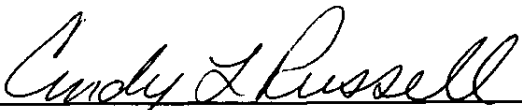
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STATE OF FLORIDA

COUNTY OF CITRUS

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