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APR 28 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 26, 1995

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

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-04/28/95--01086--012
****122.50 ****122.50

Re: ORANGEWOOD STANDARDBREDS, INC.


Dear Sir:

Enclosed please find the original and a copy to be certified of the Articles of Incorporation of OPANGEWOOD STANDARDBREDS, INC. I have also enclosed a filing fee of \$122.50 for the recording of the Articles and Designation and Acceptance of the Registered Agent and a certified copy. Please return the certified copy to me in the self-addressed stamped envelope I have enclosed.

Thank you for your assistance in this matter.

Sincerely,

William W. Carpenter

5/3/95


ARTICLES OF INCORPORATION
OF
ORANGEWOOD STANDARD BREDS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ORANGEWOOD STANDARD BREDS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date these Articles of Incorporation are filed in the Office of the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 par value common stock, which shall be designated "Common Stock."

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable and distributed ratably among the holders of record of the Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and mailing address of this corporation is and the same name of the initial registered agent of this corporation at that address is:

Gordon Mann
1500 Independence Ave.
Oviedo, FL 32765

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Gordon Mann
1500 Independence Ave.
Oviedo, FL 32765

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Gordon Mann
1500 Independence Ave.
Oviedo, FL 32765

ARTICLE IX - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a nationwide securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE X - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated by the Florida General Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders and members of the Board of Directors may participate in special meetings by means of conference telephone as provided by law, but regular meetings must be attended in fact in person by each director and shareholder.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI" - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 26 day of April, 1995.


GORDON MANN
Initial Incorporator


STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me the undersigned authority a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GORDON MANN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he 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 26 day of April, 1995.

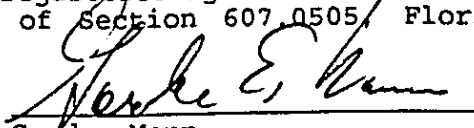


WILLIAM W. CARPENTER
My Commission CC449149
Expires Mar. 28, 1999
Bonded by HAI
800-422-1555


Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 607.0202 and 607.0501(3) Florida Statutes, I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.


Gordon Mann
Registered Agent