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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

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May 2, 1995

State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Incorporation of D Bar S Ranch, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above company. Please file the original and certify and return the copy to me.

Enclosed is my check in the amount of \$122.50 which covers your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER


David J. Murphy

DJM/blf
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
D BAR S RANCH, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is D BAR S RANCH, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a riding and boarding stable and transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of no par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 28459 Cortez Boulevard, Brooksville, Florida. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida 33525. The name of the initial registered agent of this corporation at that address is David J. Murphy.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than one (1) director.

The name and address of the initial Board of Directors of the corporation is:

Steven S. Mercer, President
28459 Cortez Boulevard
Brooksville, Florida 34602

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles are:

Steven S. Mercer
28459 Cortez Boulevard
Brooksville, Florida 34602

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any

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provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 2nd day of May, 1995.

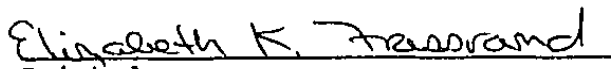

STEVEN S. MERCER

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEVEN S. MERCER, who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation under oath.

IN WITNESS WHEREOF I have set my hand and seal in the State and County above this 2nd day of May, 1995.


Printed name:
Notary Public

Commission:



OFFICIAL SEAL
Elizabeth K. Frassrand
My Commission Expires
Sept. 5, 1996
Comm. No. CC 224684

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SECRETARY OF STATE
DIVISION OF CORPORATE
AND BUSINESS SERVICES
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That D BAR S RANCH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 28459 Cortez Boulevard, Brooksville, Florida 34602, has named David J. Murphy, Attorney at Law, whose address is 14217 Third Street, Dade City, Florida 33525, as its agent to accept service of process within Florida.

DATED: 8-2-95

SIGNED: Steven S. Mercer

STEVEN S. MERCER

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 8-2-95

David J. Murphy
DAVID J. MURPHY
Registered Agent

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