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June 30, 1995

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Little Oaks, Inc., a new Florida corporation. This package should also include a check made payable to the Secretary of State in the amount of \$122.50 and a copy of the Articles and Certificate to be certified and returned to this office.

Please note that the Certificate of Registered Agent has been amended so that it reflects the correct spelling of Little Oaks, Inc. I have initialed the change so that the Certificate may be excepted as it exists.

Thank you for your attention in this matter.

Sincerely,

Andrew F. Rier

Andrew F. Rier, Esq.

FILED
95 JUL -3 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Little Oaks, Inc.

ARTICLE II PRINCIPLE OFFICE

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

17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

All outstanding shares of stock shall be of one class, common. No shareholder shall have preemptive rights in the exercise of stock ownership in the corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

John Bramhall
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

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CLERK OF DISTRICT COURT
FORT LAUDERDALE, FLORIDA

ARTICLE V INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are:

John Bramhall
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

Diana Bramhall
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

ARTICLE VI DIRECTORS

The names and addresses of the initial directors of this corporation are:

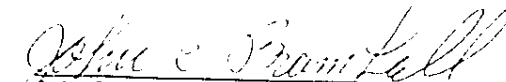
John Bramhall, President
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

Diana Bramhall, Secretary
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

ARTICLE VII PURPOSE

The purpose of this corporation shall be to engage in the business of boarding, both partial and full, cleaning, feeding, training, and exercising horses.

The undersigned incorporators have executed these Articles of Incorporation this 30th day of June, 1995.


John Bramhall


Diana Bramhall

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

A.R. LEEFLO Oaks, Inc.

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

John Bramhall
17601 S.W. 58th Street
Fort Lauderdale, Florida 33331

Having been named as registered agent 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.

John C Bramhall
John Bramhall

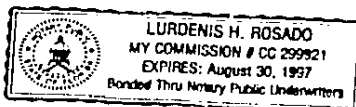
STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared, John Bramhall, who being first duly sworn under oath, deposes and says that the above information is true and correct to the best of his knowledge and that he has read this Certificate and has signed same for the purposes therein expressed. Affiant is personally known to me or has produced Fla. Driver License # B654467-57346 as identification.

Sworn to and subscribed before me this 30th day of June, 1995.

Lurdenis H. Rosado
Notary Public, State of Florida

My commission expires:



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