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1201 WYS ST
TALLAHASSEE, FL 32301

904-222-0391 FAX

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95 SEP -1 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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DIVISION OF CORPORATE AFFAIRS

ACCOUNT NO. : 072100000032

REFERENCE : 673298 4136A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : September 1, 1995

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ORDER TIME : 9:41 AM

ORDER NO. : 673298

CUSTOMER NO: 4136A

CUSTOMER: Ms. Leslie Twyman
MERSHON SAWYER JOHNSTON
DUNWODY & COLE
4500 S.e. Financial Center
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

R95000003554

NAME: INNISCARRA STABLE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
INNISCARRA STABLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be **INNISCARRA STABLE, INC..**

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes, including the breeding and racing of horses and improvement of the breed.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of **100** shares of Common Stock with a par value of **\$.01** per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

William T. Muir, Esq.
Mershon, Sawyer, Johnston,
Dunwody & Cole
200 S. Biscayne Blvd., Suite 4500
Miami, Florida 33131-2387

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI..
Address of Principal Office, Registered
Office and Registered Agent

The address of the principal office of this Corporation is 1620 N.E. 105 Street, Miami, Florida 33138 and the mailing address is 1620 N.E. 105 Street, Miami, Florida 33138. The street address of the initial registered office of this Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be _____. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

William H. Stevens, Jr.	1620 N.E. 105 Street Miami, Florida 33138
Alyce McC. S. Stevens	1620 N.E. 105 Street Miami, Florida 33138

ARTICLE IX.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

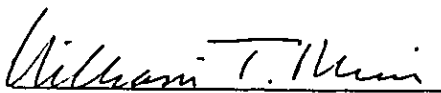
ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 25 day of AUGUST, 1995.

 (SEAL)
William T. Muir

H95 _____

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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SECRET
TALLAHASSEE, FLORIDA

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

INNISCARRA STABLE, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated Corporation Service Company, Inc., 1201 Hays Street, Tallahassee, Florida 32301 as its initial Registered Office and has named Corporation Service Company located at said address as its initial Registered Agent.

BY: William T. Muir
William T. Muir
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

Corporation Service Company

BY: Karen B. Rozar
Karen B. Rozar, as its agent
Registered Agent

William T. Muir
Mershon, Sawyer, Johnston, Dunwody & Cole
200 South Biscayne Boulevard, Suite 4500
Miami, Florida 33131 - FL. Bar No.: 319074
(305) 358-5100

H95 _____