



LAW OFFICES
MELINDA PENNEY GAMOT, P.A.

811 NORTH OLIVE AVENUE, SUITE 100
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January 5, 1996

P960000003374
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: HORSE WORLD CORPORATION

Gentlemen:

We are enclosing herewith the original Articles of Incorporation for the above-named corporation, together with this firm's cost check in the amount of \$122.50 representing the filing fee and charge for one certified copy of the Articles.

We are also enclosing the Certificate Designating the Place of Business.

Your courtesies in furnishing the Certificate of Incorporation and certified copy of the Articles of Incorporation to the undersigned will be appreciated.

Very truly yours,

Melinda Penney Gamot
MELINDA PENNEY GAMOT
MPG/cf
Enclosures
cc: Sam Groome

JAN 10 1996

BSB

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96 JAN -8 PM 6:04
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

December 8, 1995

CSC NETWORKS

The name HORSE WORLD CORPORATION has been reserved for 120 days beginning December 8, 1995. The reservation number is R95000005560 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 595A00053320

ARTICLES OF INCORPORATION

OF

HORSE WORLD CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be HORSE WORLD CORPORATION.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, which shall be designated "Common Shares".

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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII

SHAREHOLDER QUORUM AND VOTING

Fifty-One per cent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 890 N.E. 15th Place, Boynton Beach, Florida, and the name of the initial registered agent of this corporation at that address is Chadd Groome. The mailing address of the corporation is the same as the Registered Office.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

Samuel W. Groome
8990 International Drive
Orlando, Florida 32819

Chadd Groome
890 N.E. 15th Place
Boynton Beach, Florida

ARTICLE X
INCORPORATOR

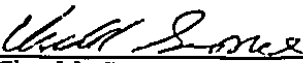
The name and address of the person signing these Articles of
Incorporation is:

Chadd Groome
890 N.E. 15th Place
Boynton Beach, Florida

ARTICLE XI
AMENDMENT

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

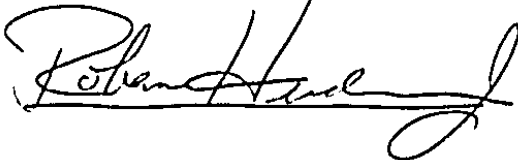
IN WITNESS WHEREOF, the undersigned subscribers have executed
these Articles of Incorporation this 30th day of December
_____, 19995.


Chadd Groome
SUBSCRIBER

STATE OF FLORIDA)
)
COUNTY OF ~~PALM BEACH~~) ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared CHADD GROOME, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of December, 1998.





ROBERT L. HUDSON, JR.
My Comm Exp. 5/23/99
Bonded By Service Ins
No. CC466774
--Formerly Known (100w1 B)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST -- That HORSE WORLD CORPORATION desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 8990 International Drive, Orlando, Florida 32819 has named CHADD GROOME as its agent to accept service of process within Florida.

SIGNATURE:

Chadd Groome
CHADD GROOME

TITLE:

Incorporator

DATE:

12-30-95

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

SIGNATURE:

Chadd Groome
Chadd Groome

DATE:

12-30-95