P94 00000 3881

SAVAGE, KRIM & SIMONS, P.A.

CHARLES A. SAVACIE (1898-1994) FRED J. KRIM UARY C. SIMONS MARK S. FISHER

121 NAV. THIRD STREET OCALA, FL 34475-6695

(904) 732-8944 PAX (904) 867-0504

January 8, 1996

OF COUNSEL RICHARD To JONES

Secretary of State Bureau of Corporate Records PO Box 6327 Tallahasseo, Florida 32314

Re: Clare's New Haven Farm, Inc.

Dear Sir or Madam:

We are enclosing the following documents:

- 1. The original and a copy of the Articles of Incorporation for Clare's New Haven Farm,
- 2. Registered Agent form showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
- 3. Our peneral account check in the amount of \$122.50. This check represents: \$35.00 filling fee for Articles; \$52.50 for a certified copy thereof; and \$35.00 Registered Agent fee.

We would appreciate it if you would certify the copy of the Articles of Incorporation and return it to us with a Certificate of Incorporation.

Sincerely,

Gary C. Simons
For the Firm

GCS:Blb Enclosures DWLBUYCLARESECRETAR.ST

ARTICLES OF INCORPORATION

OF.

CLARE'S NEW HAVEN FARM, INC.

ARTICLE I

The name of this Corporation is Clare's New Haven Farm, Inc.

ARTICLE II

Duration

This Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation.

ARTICLE III

Purpose

- A. The purpose or purposes for which this Corporation is organized is to operate a thoroughbred horse farm and training track and to do all other things incidental thereto or connected therewith that are not forbidden by the corporate laws of the State of Florida, the United States, or any foreign country.
- B. To engage in any lawful business activity authorized by the statutes of the State of Florida and to have and to exercise all powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to said laws and all acts mandatory and supplemental thereto.

ARTICLE IV

Capital Stock

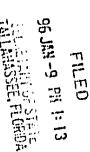
This Corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) each.

ARTICLE V

Principal Office

The principal office of this Corporation is:

121 NW Third Street Ocala, Florida 34475-6695



ARTICLE VI

Initial Registered Agent

The name and street address of the initial registered agent are:

Gary C. Simons 121 NW Third Street Ocala, Florida 34475-6695

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director 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 one (1). The name and address of the initial director of this Corporation are:

Michael Clare 121 NW Third Street Ocala, Florida 34475-6695

ARTICLE VIII

Incorporators

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

Michael Clare 121 NW Third Street Ocala, Florida 34475-6695

ARTICLE IX

By-Laws

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

ARTICLE X

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.

	TNESS WHEREOF, the undersigned subscribers have executed these Articles of Incor- th day of January, 1996.
	Michael Clare
STATE OF FL	ORIDA
COUNTY OF	MARION
The fore	going instrument was acknowledged before me this 8th day of January, 1996, by Michael Is personally known to me or who [] has produced as identification.
D/BLB/2/CLARRANTICLE	print name Notary Public, State of Florida Commission Expiration: Commission Number: OFFICIAL SEAL BRENDA L. BIBB My Commission Expires May 27, 1996 Comm. No. CC204116

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That Clare's New Haven Farm, Inc., a Florida corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Ocala, County of Marion, State of Florida, has named GARY C. SIMONS, located at 121 NW Third Street, Ocala, Florida 34475-6695, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Gary C. Simons Resident Agent

D:/BLB/2/CLARE/CERTIFIC.REG