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APOPKA, FLORIDA 32704-1132

March 14, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 323

Re: BAY HILLS HORSE FARM, INC.

Dear Sir:

Enclosed please find for filing original and 1 copy of Articles of Incorporation as set forth above. Check enclosed to cover filing fees in the amount of \$122.50.

Very truly yours,

George C. Kelley
GEORGE C. KELLEY, P.A.

GCK:dc
Enclosures

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BAY HILLS HORSE FARM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, heroby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is BAY HILLS HORSE FARM, INC.

ARTICLE II.

The general character of the business to be transacted by this Corporation is: Boarding of Horses and Operation of a Stable.

To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develope and manage any real estate so acquired, and to erect or cause to be erected any lands owned, held or accepted by the Corporation, buildings and other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any building or other structure, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease hold for investment or otherwise use and operate, real estate of all kinds, improved or unimproved, and any right of interest therein.

To acquire by purchase, lease manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and to deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned by or held by the Corporation.

To contract debts and borrow money, and to loan money to any of its associated and related Corporations and enterprises, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the share of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purpose of this Corporation, or calculated to facilitate the same.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise alone or in the company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above-described.

The intention is that none of the objects or power as hereinabove set forth, except where otherwise specified in the Articles, shall be in anywise limited or restricted by reference from the terms of any other objects, powers of clauses of these Articles or any other Articles; but that the objects and powers specified in each of the clauses in these Articles shall be regarded as independent objects and powers.

To exercise and possess any other rights, powers and privileges granted by the laws of this State to Corporations organized under the aforesaid Act, except such as are inconsistent with the express provisions of these Articles, and to do any such thing anywhere in the world.

ARTICLE III.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock at \$1.00 par value.

Authorized capital stock may be paid for in cash, services or property, at just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital stock with which this Corporation shall begin business is \$1000.00.

ARTICLE V.

The Corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this Corporation is to be: 3434 W. Kelly Park Road, Apopka, FL, 32712.

ARTICLE VII.

The number of directors of this Corporation and corporate powers of this Corporation shall be exercised by a Board of one (1) or more directors until otherwise fixed or changed by the By-Laws.

ARTICLE VIII.

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

J.D. Horne	3434 W. Kelly Park Rd. APOPKA, FL 32712	President
Kathleen L. Horne	3434 W. Kelly Park Rd. APOPKA, FL 32712	Secretary/ Treasurer

ARTICLE IX.

The names and addresses of each subscriber of the Articles of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
J.D. Horne	3434 W. Kelly Park Rd. APOPKA, FL 32712	500
Kathleen L. Horne	3434 W. Kelly Park Rd. APOPKA, FL 32712	500

ARTICLE X.

The name and address of the Registered Agent in charge of the corporation's registered office is 3434 W. Kelly Park Road, Apopka, FL, 32712.

The post office address of the registered agent of the corporation is 3434 W. Kelly Park Road, Apopka, FL 32712.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of the Articles of Incorporation be made.

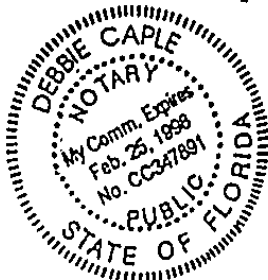
IN WITNESS WHEREOF, we, the undersigned being each the original subscribers to the capital stock hereinabove named hereunto set our hands and seals, this 14 day of March, 1996, for the purpose of forming this Corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Laws of the State of Florida, and do make and file in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein are true.

J. D. Horne
J. D. HORNE

Kathleen L. Horne
KATHLEEN L. HORNE

STATE OF FLORIDA
COUNTY OF ORANGE

14 THE FOREGOING instrument was acknowledged before me this day of March, 1996, by J. D. HORNE and KATHLEEN L. HORNE, who are personally known to me.



Debbie Caple
SIGNATURE OF NOTARY PUBLIC

DEBBIE CAPLE
PRINTED/TYPED NAME OF NOTARY PUBLIC

Commission Number: CC347891

Expiration Date of Commission: 2/25/98

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 BAY HILLS HORSE FARM, INC.

Desiring To Organize Or Qualify Under The Laws Of The State Of Florida, With Its Principal Place Of Business At City Of Apopka State Of Florida, Has Named, J. D. HORNE, Located At 3434 W. Kelly Park Road, Apopka, FL 32712
As Its Agent To Accept Service Of Process Within Florida.

Signature Kathleen L. Horne
Kathleen L. Horne
Secretary

Date March 14 1996

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 J.D. Horne
J.D. Horne
Resident Agent

Date March 14 1996

FILED
96 MAR 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA