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MARILYN F. PETERSON, J.D.
JOHN F. ROSCOW, III, J.D.
JOHN G. STINSON, J.D.

BIGBEE, J.D.
1963
JAMES M. CARMICHAEL, J.D.
1963 - 1994
WILLIAM D. GEON, J.D.
1963 - 1994
MICHELLE VAUGHN, J.D.
1945 - 1994

ETHIC
RAY D. HELPLING
WILLIAM N. LONG

OF COUNSEL
WILLIAM C. ANDREWS

September 11, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

600001948096
-09/16/96--01054--015
****122.50 ****122.50

RE: THOROUGHBRED TOBACCO CO., INC.

Gentlemen:

Enclosed is an Original and one copy of Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing our firm check in the amount of \$122.50 as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$122.50

Your prompt attention in this matter would be appreciated.

Sincerely,

Linda J. Maricle

Linda J. Maricle

Secretary

for: Jeffrey R. Dollinger, Esquire

/lm

Enclosure

RECEIVED
9-13-96

RECEIVED
STATE
1996 SEP 16 AM 8:42

96 SEP 16 AM 8:42

FILED

[Handwritten signature]
9/17

ARTICLES OF INCORPORATION
OF
THOROUGHbred TOBACCO CO., INC.

FILED
95 SEP 16 AM 8:42
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is THOROUGHbred TOBACCO CO., INC. The mailing address for the principal office of this corporation is: 44 SE 1st Avenue, Suite 2, Ocala, Florida 34471.

EXPIRATION DATE
9-13-96

ARTICLE II

DURATION

The Corporation shall have perpetual existence, and shall be in existence upon signing these Articles or later if required by law.

ARTICLE III

PURPOSE

The Corporation is organized for any lawful purpose permissible under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 214 NW 13th Street, Gainesville, Florida 32601 and the name of the initial Registered Agent of the Corporation at that address is Derrall Watkins.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and a successor(s) shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the By Laws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Derrall Watkins	214 NW 13th Street, Gainesville, FL 32601
Steve Spivak	44 SE 1st Avenue, Suite 2, Ocala, FL 34471

ARTICLE VII

INCORPORATOR

The names and addresses of the Incorporator, the person signing these Articles is:

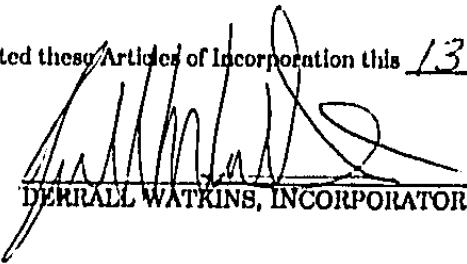
<u>Name</u>	<u>Address</u>
Derrall Watkins	214 NW 13th Street, Gainesville, FL 32601

ARTICLE VIII

AMENDMENTS

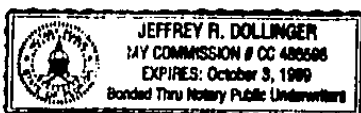
The power to amend these Articles of Incorporation in accordance with law is reserved to a vote by the shareholder that is accepted by a majority share of the ownership of this corporation. Any right conferred upon a shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of September, 1996


DERRALL WATKINS, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me on this 13th day of September, 1996 by Derrall Watkins either is personally known to me or produced a Florida Driver's License as identification and who did take an oath.




NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:

96 SEP 16 AM 6:42
STATE OF FLORIDA
NOTARY PUBLIC

.....
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of THOROUGHbred TOBACCO CO., INC., a Florida Corporation.

Date: 9-13-96

By: 

DERRALL WATKINS