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ACCOUNT NO. : 0721000000032

REFERENCE : 097873 4805411

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 52.50

122.50

per Karen Regal

ORDER DATE : September 25, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 097873

CUSTOMER NO: 4805411

600001956666

CUSTOMER: John Schwarz, Esq
REBOUL MACMURRAY HEWITT
MAYNARD & KRISTOL
45 Rockefeller Plaza

New York, NY 10111

DOMESTIC FILING

NAME: HOBBY HORSE FARMS, INC.

EFFECTIVE DATE:

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: W. Charles Earnest

EXAMINER'S INITIALS:

[Signature]

[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 3:10

RECEIVED
96 SEP 25 PM 12:12
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
HOBBY HORSE FARMS, INC.

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FIRST: The name of the Corporation is:

Hobby Horse Farms, Inc.

SECOND: The address of the principal office of the Corporation is 4408 Intracoastal Drive, Highland Beach, Florida 33487.

THIRD: The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of the par value of \$.01 per share. All such shares shall be of one class and shall be designated Common Stock.

FOURTH: The address of the registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at such address is Corporation Service Company. The written acceptance of said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and mailing address of the sole incorporator of the Corporation are as follows:

Jonathan Schwars
45 Rockefeller Plaza
New York, New York 10111

SIXTH: The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the By-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

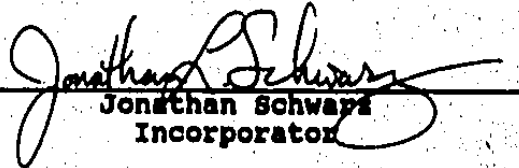
NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provisions contained in these Articles of Incorporation; and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as

hereafter amended are granted subject to the right reserved in this Article.

TENTH: No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

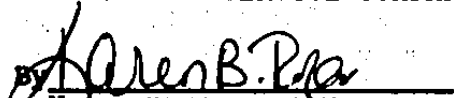
ELEVENTH: Elections of directors need not be by written ballot except to the extent required by the By-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make these Articles of Incorporation, hereby declaring, certifying and acknowledging under penalties of perjury that the facts herein stated are true and that these Articles of Incorporation are his act and deed, and accordingly has hereunto set his hand, this 25th day of September 1996.


Jonathan Schwarz
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By 
Name: KAREN B. ROZAR
Title: AS IT'S AGENT

Date: SEPTEMBER 25, 1996

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