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LAW OFFICE OF
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7880 NORTH UNIVERSITY DRIVE
SUITE 201
TAMARAC, FLORIDA 33321
TELEPHONE: 305-726-4000
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October 25, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001988681--0
-10/29/96--01089--006
*****70.00 *****70.00

RE: Articles of Incorporation
Prestige Shaving & Hay, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent with regard to Prestige Shavings & Hay, Inc. Please file these Articles of Incorporation with the Secretary of State. Enclosed please find our check in the amount of \$70.00 to cover the cost of filing these Articles of Incorporation.

If you should have any questions with regard to the above, please do not hesitate to contact me. Thank you for your kind cooperation and courtesies with regard to this matter.

Sincerely,

Peter M. Weinstein

PETER M. WEINSTEIN Signed In Absence To
Avoid Delay

PMW/dse

Enclosure

W96-23008

FILED
96 NOV - 5 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV - 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

PETER M. WEINSTEIN, ESQ.
7880 NORTH UNIVERSITY DRIVE
SUITE 201
TAMARAC, FL 33321

SUBJECT: PRESTIGE SHAVING & HAY, INC.
Ref. Number: W96000023008

We have received your document for PRESTIGE SHAVING & HAY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 596A00049881

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRESTIGE SHAVING & HAY, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is: **PRESTIGE SHAVING & HAY, INC.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To sell shavings and hay to the horse industry...
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8241 S.W. 15 Street, # 113, Plantation, Florida, 33324; and the name of its initial registered agent at such address is Terry Lazarus. The principal place of business will be at the same address.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

NAME

ADDRESS

Terry Lazarus

8241 S.W. 15 Street, #1113
Plantation, FL 33324

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:


NAME

ADDRESS

Terry Lazarus

8241 S.W. 15 Street, #1113
Plantation, FL 33324

Terry Lazarus
TERRY LAZARUS, Incorporator

 **DIANE S. EHRLMAN**
MY COMMISSION # CC 34842
EXPIRES: March 26, 1988
Send No Money Public Undertaking

3

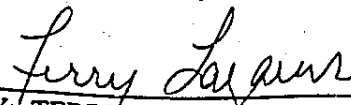
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of Florida Statutes Sec. 607.0501 and 607.0505, **PRESTIGE SHAVING & HAY, INC.**, a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **PRESTIGE SHAVING & HAY, INC.**
2. The name of the registered agent is: **TERRY LAZARUS.**
3. The address of the registered agent/registered office is 8241 S.W. 15 Street, # 1113, Plantation, Florida, 33324.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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 performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BY: **TERRY LAZARUS**

Dated: 10/25/96

FILED
96 NOV -5 AM 8:59
STATE
TALLAHASSEE, FLORIDA