

Examiner's Initials

ARTICLES OF INCORPORATION
OF
HORSIN' AROUND FARM, INC.

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The undersigned subscriber(s) to these articles of incorporation under the laws of the State of Florida, adopts these articles to form a corporation under The Florida General Corporation Act, F.S. 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is:

HORSIN' AROUND FARM, INC.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation of transacting of any and all lawful business.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV. CAPITAL STOCK

The capital stock of the Corporation shall be 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) The actual consideration to be paid for each share shall be fixed by the shareholders.
- (c) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(d) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(e) Notwithstanding any other provision herein or in the Bylaws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholder pursuant to Florida Statutes, as amended. Any conflict between the provisions hereof and the Shareholder Agreement shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 19122 Green Grove Court, Loxahatchee, Florida 33470.

The name of the initial registered agent at that address is Klaus Buchebner.

ARTICLE VI. INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 19122 Green Grove Court, Loxahatchee, Florida 33470. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be fewer than one (1). The initial directors are Klaus Buchebner and Karen Buchebner, 19122 Green Grove Court, Loxahatchee, Florida 33470.

ARTICLE VIII. TRANSFER OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the

Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any Amendment thereto, in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any present or former officer or person exercising powers and duties of an officer, to the full extent now or hereafter permitted by law.

ARTICLE XI PREEMPTIVE RIGHTS

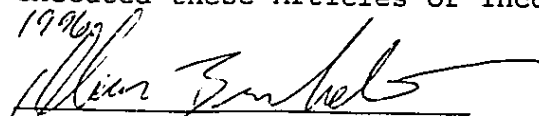
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE XII SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold two of said such offices.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator executed these Articles of Incorporation on the *5th day of November,*

1996


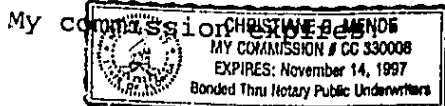
Klaus Buchebner, 19122 Green Grove Ct., Loxahatchee, FL 33470

STATE OF FLORIDA
COUNTY OF PALM BEACH

FILED
96 NOV 18 AM 8:25
CLERK OF COURT
STATE OF FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Klaus Buchebner, who produced his Florida Drivers License and who did take an oath and who acknowledged before me that he freely and voluntarily, after carefully reading, subscribed to these Articles of Incorporation this 5th day of November, 1996.

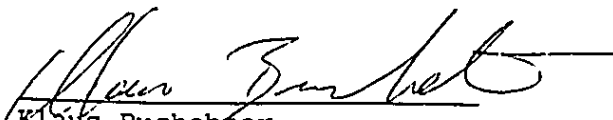
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Florida, on this 5th day of November, 1996.




Notary Signature

Certificate of Designation of Registered Agent

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

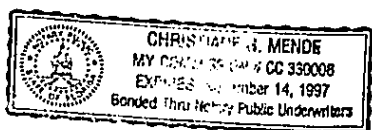

Klaus Buchebner

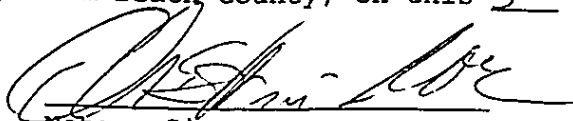
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Klaus Buchebner, who produced a Florida drivers license and who did take an oath and who acknowledged that he executed the foregoing instrument freely and voluntarily after carefully reading and understanding the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Palm Beach County, on this 5th day of November, 1996.

My commission expires:




Notary Signature