

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 5 DEC 31 AM 10:26
 TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/31 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 4:00 1/2

RE: Performance Horsemasters of America, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Copy(s)		
<u>Photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

300002043078-3
 01/02/91 01012-028
 *****78.00 *****78.00

FILED
 96 DEC 31 PM 3:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PERFORMANCE HORSES OF AMERICA, INC.

FILED
96 DEC 31 PM 3: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PERFORMANCE HORSES OF AMERICA, INC.

The address of the principal office of this corporation shall be 703 W. Summit Road, Brooksville, Florida 34601 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the law of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10 shares of common stock having \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 703 W. Summit Road, Brooksville, Florida 34601, and the name of the initial registered agent of the corporation at that address is Robert Allen Morris, Jr., Esq.

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

MARIE I. MORRIS,	703 W. Summit Road
Director / President / Treasurer / Secretary	Brooksville, Florida 34601

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation:

Marie I. Morris.
703 W. Summit Road
Brooksville, Florida 34601

IN WITNESS WHEREOF, the undersigned agent of **PERFORMANCE HORSES OF AMERICA, INC.** has hereunto set his hand and seal of Marie I Morris, on December 30, 1996.

MARIE I. MORRIS

by: Marie Morris
Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION**

Robert Allen Morris, Jr., Esq, a duly licensed Attorney at Law authorized to transact business in this State, having a business office identical with the registered office of the corporation name above, and having been designated as Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607-0505, Florida Statutes.

ROBERT ALLEN MORRIS, JR.

by: [Signature]
Agent