

**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 \$ \_\_\_\_\_

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/1/97		
TIME	09:00		CK No. _____
BY	10.10		

WALK-IN Will Pick Up \_\_\_\_\_

**297000007087**

RE: Thoroughbred Designs Corporation

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
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	500002967245--9	
Driving Record	-01/24/97--01026--025	
Document Retrieval	*****70.00 *****70.00	
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.		
<b>SUBTOTALS</b>		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
<b>SUBTOTAL.....</b>	
PREPAID.....	
BALANCE DUE.....	

RECEIVED  
 97 JAN 24 AM 10:23  
 DIVISION OF CORPORATION  
 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE  
 FILED  
 97 JAN 24 PM 2:25

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  
THOROUGHbred DESIGNS CORPORATION

FILED  
97 JAN 24 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

THOROUGHbred DESIGNS CORPORATION

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 4924 First Coast Highway, Amelia Island, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial directors, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
WILSON R. TENNILLE	244 Marsh Lakes Court Fernandina Beach, FL 32034
C. BRETT CARTER	24 Wild Grape Amelia Island, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: MARSHALL E. WOOD, ESQ., 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

NAME

OFFICE

WILSON R. TENNILLE  
218 Marsh Lakes Court  
Fernandina Beach, FL 32034

President

C. BRETT CARTER  
24 Wild Grape  
Amelia Island, FL 32034

Vice President / Secretary

ARTICLE X. REGISTERED AGENT

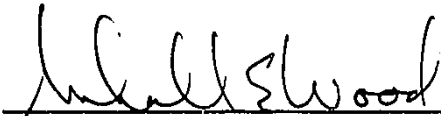
The name and address of the initial registered agent of this corporation is: MARSHALL E. WOOD, ESQ., 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

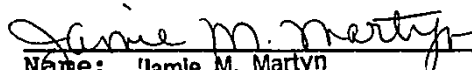
Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 23rd day of January, 1997.

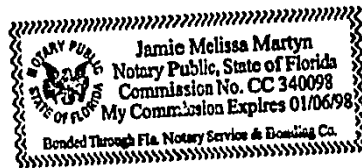
  
MARSHALL E. WOOD, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by MARSHALL E. WOOD, who is personally known to me or who presented \_\_\_\_\_ as identification and who did take an oath.

  
Name: Jamie M. Martyn  
Notary Public, State of Florida

My Commission Expires:



CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
97 JAN 24 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statute, the undersigned 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:  
THOROUGHbred DESIGNS CORPORATION
2. The name and address if the registered agent and office is:

MARSHALL E. WOOD, ESQUIRE  
(Name)  
303 Centre Street, Suite 100  
(P. O. Box not acceptable)  
Fernandina Beach, FL 32034  
(City/State/Zip)

Signature

Marshall E. Wood  
(corporate officer)

Title

INCORPORATOR

Date

JANUARY 23, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature

Marshall E. Wood  
MARSHALL E. WOOD, ESQUIRE

Date

JANUARY 23, 1997

Registered Agent Filing Fee: \$35.00