

997000011949

Paul J. Svejda
3501 West Vine Street
Suite 341
Kissimmee, Florida 34741
(407)870-9800

January 7, 1997

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32314

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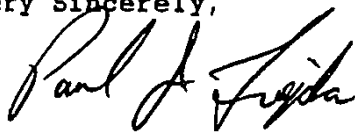
To Whom It May Concern:

Enclosed are two (2) copies of the Articles of Incorporation of PARKCAIRN INDUSTRIES, INC. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee and the cost of a certified copy of the articles of incorporation. Please send a certified copy to me.

Thank you for your prompt attention to this matter.

Very Sincerely,



Paul J. Svejda

FILED
97 FEB -3 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/6/97

Articles of Incorporation of

PARKCAIRN INDUSTRIES, INC.

97 FEB -3 AM 9:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

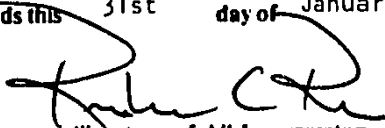
- FIRST:** The name of the corporation is Parkcairn Industries, Inc.
- SECOND:** The period of its duration is Perpetual.
- THIRD:** The purpose(s) for which the corporation is organized are to operate as a breeding and racing business of standard bred and thoroughbred racehorses and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having no par value or amount of par value each.
- FIFTH:** The corporation will not commence business until at least one thousand dollars (\$1,000.) have been received by it as consideration for the issuance of shares.
- SIXTH:** Cumulative voting of shares of stock is not authorized.
- SEVENTH:** Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.
- EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are: governed by the laws which shall be adopted by a majority of directors.
- NINTH:** The address of the initial registered office of the corporation is: 3501 West Vine Street, Suite 341, Kissimmee, Florida 34741
and the name of its initial registered agent at such address is Paul J. Sveida.
- TENTH:** Address of the principal place of business is P.O. Box 700034, St. Cloud, Florida 34770.
- ELEVENTH:** The number of directors constituting the initial board of directors of the corporation is one, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Richard C. Rice</u>	<u>P.O. Box 700034, St. Cloud, FL. 34770</u>
_____	_____
_____	_____

The name and address of each incorporator is:

Name	Address
<u>Richard C. Rice</u>	<u>P.O. Box 700034, St. Cloud, FL. 34770</u>
_____	_____
_____	_____

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 31st day of January 19 97.


Signatures of All Incorporators

STATE OF FLORIDA)
) ss.
COUNTY OF OSCEOLA)

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do hereby certify that I am an incorporator of (PARKCAIRN INDUSTRIES, INC.), and do make, file, and record these articles of incorporation, and do certify that the facts hereinabove are true; and I have accordingly hereunto set my hand this 31st day of January, 1997.

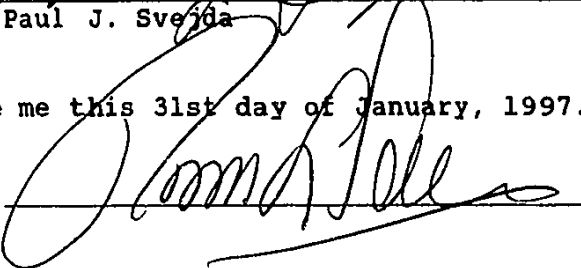


Paul J. Svejda

SUBSCRIBED AND SWORN TO before me this 31st day of January, 1997.



ROBERT L. SCHALL
My Commission CC405350
Expires Feb. 19, 1998
Bonded by HAI
800-422-1555



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Parkcairn Industries, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT P.O. Box 7000, St. Cloud, Florida 34770
(Business Address, City and State)

HAS NAMED Paul J. Svejda
(Name of Registered Agent)

LOCATED AT 3501 West Vine Street, Suite 341, Kissimmee, Florida 34741
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Kissimmee, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Signature]
(Corporate Officer)

TITLE

PRESIDENT

DATE

1/31/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

[Signature]
(REGISTERED AGENT)

DATE

January 31, 1997

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

FILED
97 FEB -3 AM 9:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE