

P97000039116

April 29, 1997

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-04/30/97--01113--0007
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file and return the second copy stamped and certified to the undersigned at 6585 DILLMAN ROAD EXTENSION, WEST PALM BEACH, FL 33413.

Also enclosed please find my check in the amount of \$122.50.

Thank you for your prompt assistance in this matter. Should you have any questions please contact the undersigned at (561) 687-3542. Thank you.

Very truly yours,


SARAH JENNINGS

Enc.

FILED
97 APR 30 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/1/97

ARTICLES OF INCORPORATION
OF
SPORT HORSES, INC.

FILED

97 APR 30 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be SPORT HORSES, INC.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) For the acquisition, purchase, sale, management and operation of horses and all related activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of one (1) dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI
Initial Registered Office and Agent

The place of business and mailing address of the corporation and street address of the initial registered office of this Corporation is: 6585 Dillman Road Extension, West Palm Beach, FL 33413 and the name of the initial registered agent of this Corporation at that address is: Sarah Jennings.

ARTICLE VII
Initial Board Of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Sarah Jennings
6585 Dillman Road Extension
West Palm Beach, FL 33413

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X
Special Provisions

The following special provisions shall govern this corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

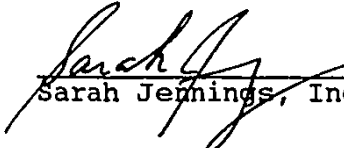
B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation

or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Sarah Jennings, 6585 Dillman Road Extension, West Palm Beach, FL 33413

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of April, 1997.




Sarah Jennings, Incorporator

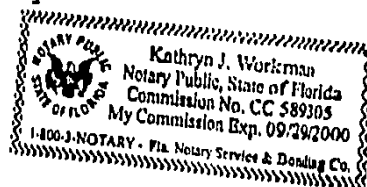
STATE OF FLORIDA)
):
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Sarah Jennings, known to me and known to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 29th day of April, 1997.



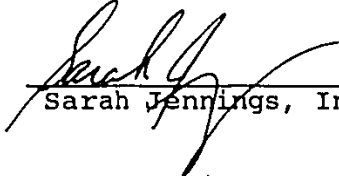
Notary Public,
State of Florida, at Large
My Commission Expires:
Kathryn J. Workman



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

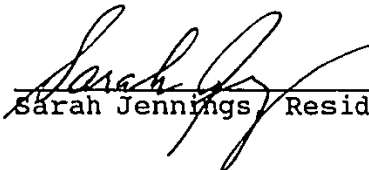
FIRST: THAT SPORT HORSES, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN WEST PALM BEACH,
STATE OF FLORIDA, HAS NAMED Sarah Jennings LOCATED AT 6585 DILLMAN
ROAD EXTENSION, WEST PALM BEACH, FL 33413. STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Sarah Jennings, Incorporator

Date: April 29, 1997

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.



Sarah Jennings, Resident Agent

Date: April 29, 1997

FILED
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TALLAHASSEE, FLORIDA