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SECRET
FILED
DIVISION OF CORPORATIONS
MAY - 5 AM 9:21

May 2, 1997

Florida Department of State
Division of Corporation
409 E. Gains Street
Tallahassee, Florida 32399

700002166057--9
-05/05/97--01103--015
****122.50 ****122.50

Re: Wonder Horse Farms, Inc.
Our File No.: 97-11703

Dear Gentlemen:

I enclose original and conformed copy of Articles of Incorporation for Wonder Horse Farms, Inc. I also enclose herewith a check for the filing fee in the amount of \$122.50. Please return the "filed" conformed copy in the enclosed Federal Express envelope.

Should there be any questions please telephone me at your earliest convenience.

Sincerely yours,


SAMUEL R. DANZIGER

SRD/nr
Encl.
cc: Steven Friedfertig

*Some people have
R97-2060*

ARTICLES OF INCORPORATION

OF

WONDER HORSE FARMS, INC.

ARTICLE I - NAME

The name of the corporation is : Wonder Horse Farms, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of fifty (\$.50) cents par value common stock which shall be designated "common shares".

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 19707 Turnberry Way, Apt. 12A, Aventura, Florida 33180 and the name of the initial registered agent of this corporation and his address is: Steven Friedfertig, 19707 Turnberry Way, Apt. 12A, Aventura, Florida 33180.

ARTICLE VI - INITIAL
BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: Steven Friedfertig, 19707 Turnberry Way, Apt. 12A, Aventura, Florida 33180.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 9:27


ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: Steven Friedfertig, 19707 Turnberry Way, Apt. 12A, Aventura, Florida 33180.

ARTICLE VIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 2nd day of May, 1997.


STEVEN FRIEDFERTIG

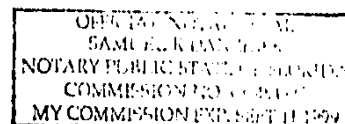
STATE OF FLORIDA :
) SS.
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, STEVEN FRIEDFERTIG, to me well known to be the person who executed the foregoing Articles of Incorporation of WONDER HORSE FARMS, INC. and acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida on this 2nd day of May, 1997.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF 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, WONDER HORSE FARMS, INC. is organized and qualified
under the laws of the State of Florida, with its principal place of business at 19707
Turnberry Way, Apt. 12A, Aventura, Florida 33180 has named Steven Friedfertig,
located at 19707 Turnberry Way, Apt. 12A, Aventura, Florida 33180 as its Agent
to accept Service of Process within Florida.

Signature

Steven Friedfertig
STEVEN FRIEDFERTIG

Title President

Date

5/02/97

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.

Signature

Steven Friedfertig
STEVEN FRIEDFLRTIG

Date

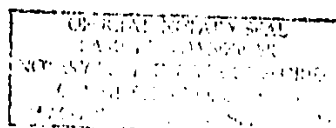
5/02/97

SWORN TO AND SUBSCRIBED before me
this 2nd day of May, 1997.

[Signature]
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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