

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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PICK UP 6/23/97 12:00
CERTIFIED COPY _____ CUS _____
PHOTO COPY _____ FILING *Articles*

1.) *Classic Equine Products Inc.*
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

*Pls empty overage
to corporation that
will come this
Afternoon or first
this morning*

FILED
JUN 23 1997
12:48
TALLAHASSEE FLORIDA

6/23/97

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ARTICLES OF INCORPORATION

of

CLASSIC EQUINE PRODUCTS INC.

FILED
97 JUN 23 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **CLASSIC EQUINE PRODUCTS INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1116 D Thomasville Road, Tallahassee, Florida 32303.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,500 shares of common stock, with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Corporate Access, Inc. 1116 D Thomasville Road, Tallahassee, Florida 32303.

ARTICLE V - DIRECTOR(S)

The names and addresses of the initial directors are: (1) Robert James Wren, Goringes, Mill Lane, Downe, Orpington, Kent BR6 7HP England; and (2) John Edward Burkett, 14505 Otter Run Lane, Orlando, Florida 32837.

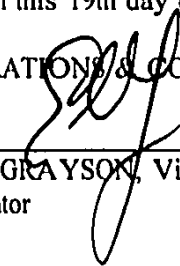
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Eric L. Grayson, Vice President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 19th day of June, 1997.

CORPORATIONS & COMPANIES, INC.

BY:



ERIC L. GRAYSON, Vice President
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, 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.

The name of the corporation is

CLASSIC EQUINE PRODUCTS INC.

The name and address of the registered agent is

Corporate Access, Inc.
1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32303

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.



Corporate Access, Inc.
President - Danny Bennett
Date - 6/23/97

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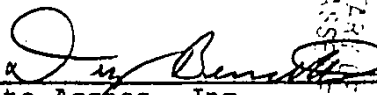
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Corporate Access, Inc.
President - Danny Bennett
Date - 6/23/97

FILED
97 JUN 23 PM 12:43
TALLAHASSEE
FLORIDA