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Jay Louis Kotzen
Attorney at Law

Of Counsel:

BENJAMIN D. RUST
315 N. CALHOUN STREET
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 224-2424

SUITE 301
2040 NORTHEAST 163rd STREET
NORTH MIAMI BEACH, FLORIDA 33162
TELEPHONE (305) 944-1268
FAX (305) 944-1280

June 25, 1997

Division of Corporations
State of Florida
The Capitol
Tallahassee, Florida 32304

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Of Counsel:

ROBERT D. GARBER
1310 KINGS HIGHWAY NORTH
CHERRY HILL, NEW JERSEY 08034
TELEPHONE (609) 795-8100
MEMBER OF N.J. & N.Y. BARS

RE: Articles of Incorporation of Sunshine Farms, Inc.

Gentlemen:

Enclosed please find an Original and one (1) copy of the Articles of Incorporation of Sunshine Farms, Inc.

Also enclosed please find a check in the amount of \$122.50 representing filing fee of \$35.00, registered agent fee of \$35.00 and \$52.50 for a certified copy.

Kindly process the enclosed for incorporation as a Florida corporation.

Very truly yours,

Sue Bates
SUE BATES, Secretary to
JAY L. KOTZEN
JLK/sb
Enclosures

SEARCHED INDEXED
SERIALIZED FILED
JULY 7 1997
TALLAHASSEE, FLORIDA

FILED

97 JUL -7 AM 9:22

Sue Bates GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD PRIN. ADDRESS
DATE 7/9/97
DOC. EXAM. *me*

me 7/9/97

ARTICLES OF INCORPORATION
OF
SUNSHINE FARMS, INC.,

FILED

97 JUL -7 AM 9:22

SEARCHED INDEXED
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is: SUNSHINE FARMS, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following purpose or purposes: To acquire by purchase or otherwise, sell, own, lease, construct, build, and improve real property; and to otherwise engage in investments of real estate and personal property of every class or description and rights and privileges therein, wheresoever situate and all things related thereto including the improvement, development and management of said real and personal property and all things related thereto and for the purpose of owning and operating a thoroughbred racing, breeding, boarding, and/or training business or businesses and all business relating thereto and any and all legal business or businesses.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

JAY L. KOTZEN 2781 S.W. 116th Avenue
Davie, Florida 33330

ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) Director at any time. The name and post office address of each member of the first Board of Directors is:

NAME ADDRESS
JAY L. KOTZEN 2781 S.W. 116th Avenue
Davie, Florida 33330

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VI
INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR ADDRESS
JAY L. KOTZEN 2781 S.W. 116th Avenue
Davie, Florida 33330

ARTICLE VII
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BE IT REMEMBERED that on this date before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personaly appeared JAY L. KOTZEN, to personally known to me to be the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County
and State, this 25 day of June, 1997.



NOTARY PUBLIC

My commission expires:

CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates JAY L. KOTZEN, whose principal address is

2781 S.W. 116th Avenue, Davie, Florida 33330, as its Registered Agent to accept service of process within this State.

By:


JAY L. KOTZEN, Incorporator

The undersigned hereby accepts the foregoing designation as Registered Agent for the service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.


JAY L. KOTZEN

97 JUL -7 AM 9:22
FILED
SECY: JAS/STATE
TALLAHASSEE, FLORIDA