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NOVEMBER 1997

BRIAN SILVERNAIL  
1128 Royal Palm Bch. Blvd.  
Suite # 155  
Royal Palm Bch. Blvd., Fl.  
33411

State of Florida  
Division of Incorporation  
Tallahassee, Fl. 32314

700002342927--0  
-11/10/97--01113--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Dear Sir;

Enclosed find check/ money order in the amount of Seventy-Eight Dollars and Fifty Cents (78.50). Also find Articles of Incorporation for BRIAN SILVERNAIL, INC.

Please process and send certificate to the above address.

Thank-You

  
Brian Silvernail

FILED  
97 NOV 10 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/11-13-97

ARTICLES OF INCORPORATION  
FOR  
BRIAN SILVERNAIL, INC.

FILED  
97 NOV 10 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Brian Silvernail, Inc..

ARTICLE II

PURPOSE

This corporation is organized for the purpose of engaging in the business of equine services and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of capital stock authorized by these Articles of Incorporation, being the maximum shares of stock which the corporation is authorized to issue and to have outstanding at any time shall be One Thousand (1000) shares of common stock.

The common stock shall have the following characteristics:

- (a) Par value shall be One Dollar (\$1.00) per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast One (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the 10th Day of November, 1997.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

PRINCIPLE OFFICE

The street address of the initial office, both principle and registered, of this corporation is 1128 Royal Palm Beach Blvd., Royal Palm Beach, Florida, 33411.

The name of the initial registered agent of this corporation is Theodore P. Wood.

The Board of Directors may from time to time, change the street and office address of the corporation as well as the location of its principle office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director, initially. The number of directors may be increased or diminished, from time to time but shall never be less than One (1).

The name and address of the initial director of this corporation is:

Brian Silvernail

1128 Royal Palm Bch. Blvd. #155

Royal Palm Bch., Fl. 33411

ARTICLE VII

RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or transfered by any stockholder to any person or persons unless such shares are first offered to the remaining stockholders, if any, of this corporation. The price and terms upon which and the time within such shares shall be offered and sold shall further be specified by written agreement among all the stockholders of this corporation.

ARTICLE VIII

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX

INCORPORATORS

Brian Silvernail

1128 Royal Palm Bch. Blvd.

Suite 155

Royal Palm Bch., Fl. 33411

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th Day of November, 1997.



BRIAN SILVERNAIL- subscriber

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

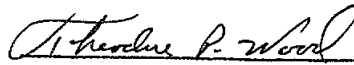
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Inpursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said act.

FIRST-- That BRIAN SILVERNAIL, INC., desiring to organize under  
the laws of the State of Florida with its principle office as  
indicated in these Articles of Incorporation, in the county of  
Palm Beach, State of Florida, has named THEODORE P. WOOD located  
at 1128 Royal Palm Bch. Blvd. #155, Royal Palm Bch., Fl. 33411.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said act relative to keeping said office open.



THEODORE P. WOOD-Resident Agent

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TALLAHASSEE, FLORIDA