P97000100004

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE: 614982 7140397

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: November 26, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 614982-005

CUSTOMER NO: 7140397

CUSTOMER: Ms. Ingrid Ravel

INGRID RAVEL

P.o. Box 6705

Lake Worth, FL 33466

DOMESTIC FILING

NAME: OLD GREY MARES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

__200002357962--4 -11/26/97--01071--008

*****70.00 *****70.00

ARTICLES OF INCORPORATION FILED

OF

97 NOV 26 PH 1:58

OLD GREY MARES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OLD GREY MARES, INC.

The address of the principal office of this corporation SUITE #22(72) shall be 11924 Forest Hill Boulevard, Wellington, Florida and the mailing address of the corporation shall be P. O. Box 6705, Lake Worth, Florida 33466.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office SUTE #2172 of the corporation shall be 11924 Forest Hill Boulevard, Wellington, Florida, 33414

and the name of the initial registered agent of the corporation at that address is Mark Swanson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ingrid H. Ravel
Pres./Sec./Treas./Dir.

P. O. Box 6705 Lake Worth, Florida 33466

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Ingrid H. Ravel
11924 Forest Hill Boulevard SUITE#22171
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this H day of November, 1997.

Ingrid H. Ravel

FILED

CERTIFICATE OF DESIGNATION OF

97 NOV 26 PM 1:58

REGISTERED AGENT/REGISTERED OFFICE
SECRETARY OF STATE
TAIL AHASSEE, FLORIDA

Pursuant to the Provisions of Sect. 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered agent/registered office, in the State of Florida.

The name of the Corproation:

OLD GREY MARES, INC.

The name and address of the registered agent and office is:

Mark Swanson

11924 Forest Hill Boulevard SUITE #22172 Wellington, Florida 33414

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

25th of November, 1997

Mark Swanson