

LAW OFFICE

Myers & Hopson

403 N.E. 2nd Street

Orlando, Florida 32801

Lewis O. Myers (1921-1996)

Todd A. Hopson

P97000104387

(352) 629-6616

December 9, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SPARR TACK & HARNESS, INC.

400002369174--0

-12/11/97--01026--005

*****78.75 *****78.75

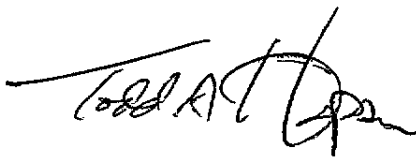
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation with regard to the above corporation.

Also enclosed is my check in the amount of \$78.75, payable to the Department of State, representing \$35.00 filing fee, \$35.00 registered agent fee, and \$8.75 for a certificate under seal for the Articles of Incorporation.

Thank you for your assistance and cooperation in this matter. Should you have any comments or questions, please feel free to contact me.

Sincerely,



Todd A. Hopson

TAH/rv
Enclosures

FILED
97 DEC 11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/11/97

FILED
97 DEC 11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS P.O. BOX 479
SPARR, FLORIDA 32192-0479

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is organized shall be to any activity or business permitted under the laws of the United States, of the State of Florida, and of any other lawful jurisdiction. The Business shall engage in the sale and delivery of lawful products, merchandise, materials, equipment, supplies, objects and/or other articles, used in the care, control, maintenance, housing and husbandry of domesticated bovine and equine animals. SPARR TACK & HARNESS may acquire, hold and possess real and personal property, either by purchase, lease or gift, to be used and employed for the purposes and objectives of said corporate body, to mortgage and sell property, to contract for the purchase and sale of lawful products, merchandise, materials, equipment, supplies, objects and/or other articles, used in the care, control, maintenance, housing and of domesticated bovine and equine animals, and for the lease of its assets and equipment for the purposes as set forth herein, and for all other matters deemed advisable, to promote and extend the functions and activities of the said corporate body.

ARTICLE FOUR

DIRECTORS & ELECTION OF DIRECTORS

The business affairs of this corporation shall be managed by its DIRECTORS, who shall be the Board of Directors, with the initial number of Director's to be One (1), which may be increased from time to time by By-laws adopted by the stockholders, but such Board of Directors shall never be fewer than One (1). The names and addresses of the members of the first Board of Directors are:

NAME	ADDRESS
DEBRA HAYWOOD	11041 NE 36th AVENUE SPARR, FLORIDA 32617

The initial Board of Directors shall act in an interim capacity, for a period of not more than ninety (90) days. Thereafter, the Board of Directors shall be elected from and by the membership of the corporation. The President of the Corporation shall serve as Chairman of the Board of Directors. A Vice-President, Secretary and Treasurer shall be elected from the membership of the Board of Directors. All elections shall be conducted pursuant to the By-laws of the Corporation. All legal instruments of the corporation shall be signed by the President of the Corporation, or if is unavailable, by the Vice-President, sealed

with the corporate seal, and attested by the Secretary; or in such other manner as may be authorized by law. All elections of membership on said Board of Directors shall be by majority vote of the members of said corporation present at any business meeting of the corporation.

ARTICLE FIVE

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE SIX

REGISTERED AGENT

The name and street address of the corporation's initial registered office and the name of its initial registered agent at this office is:

NAME	ADDRESS
TODD A. HOPSON, ESQUIRE ATTORNEY AT LAW	403 NE 2ND STREET OCALA, FLORIDA 34470

ARTICLE SEVEN

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 1000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE NINE
STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1000.

ARTICLE TEN
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that

he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 9th day of December, 1997.



DEBRA HAYWOOD

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 9th day of DECEMBER, 1997, by DEBRA HAYWOOD, who is personally known to me or who has produced FLA Drivers License as identification and who did take an oath.

Print: RONNIE N. VAN HORN

Signature: Ronnie Van Horn



RONNIE N VAN HORN
My Commission **CC393413**
Expires Jul. 18, 1998
Bonded by HAI
800-422-1555

Notary Public

State of Florida At Large

Commission Expires: 7/18/98

[Seal]

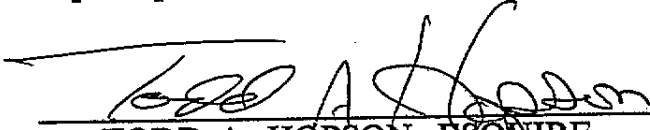
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY
REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That SPARR TACK & HARNESS, INC., desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation, at the city of SPARR, County of Marion and State of Florida has
named TODD A. HOPSON as its agent to accept service of process within this
State.

ACCEPTANCE OF REGISTERED AGENT

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.


TODD A. HOPSON, ESQUIRE
REGISTERED AGENT

12/9/97

FILED
97 DEC 11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA