

Jonathan H. Goodman, P. A.

Attorney at Law

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Phone (904) 389-1346 Fax (904) 389-7651

January 20, 1998

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: BAYBERRY FARM, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
	\$122.50


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-01/30/98--01045--004

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I would appreciate your filing the enclosed at your earliest convenience and sending me a certified copy of same.

Very truly yours,


Jonathan H. Goodman

JHG/gb
Enc.

FILED
98 JAN 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAYBERRY FARM, INC.

98 JAN 30 PM 1:03
FILED
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.

The name of this corporation is BAYBERRY FARM, INC.

ARTICLE II.

The main location where the company shall conduct its business is 780 Cahoon Road South, Jacksonville, Florida 32221.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The purpose of the corporation shall be to provide and utilize horses and other farm animals to provide entertainment to the general public and for any other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

ARTICLE V.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock with a par value of Five (\$5.00) per share.

ARTICLE VII.

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Jonathan H. Goodman, Esq., 1377 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE VIII.

The name and address of the sole incorporator is Brenda Ann Stevenson, 780 Cahoon Road South, Jacksonville, Florida 32221.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 28 day of January, 1998.

Brenda Ann Stevenson
Brenda Ann Stevenson

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared BRENDA ANN STEVENSON, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation as her free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 28th day of January, 1998.

Lenora W. Brundage
NOTARY PUBLIC

My Commission Expires: 9/24/98



LENORA W. BRUNDAGE
My Commission CC408507
Expires Sep. 24, 1998

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501, 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.

1. The name of the corporation is:

BAYBERRY FARM, INC.

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

Name: Jonathan H. Goodman, Esq.
Address: 1377 Cassat Avenue
City/State/Zip: Jacksonville, Florida 32205

Having been named as Registered Agent 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.

SIGNATURE: _____

Registered Agent

DATE: _____

FILED
98 JAN 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA