

FEB-23-98 09:44

From: AKERMAN, SENTERFITT & EIDSON

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)
CONTACT: NANCY M PORCARI
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ACCT#: 104075003305

FAX #: (561) 659-6313

NAME: MB STABLES, INC.

AUDIT NUMBER.....H98000003542

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
MB STABLES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is MB Stables, Inc.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This Corporation may engage in or transact any and 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.

FOURTH: This Corporation is authorized to issue five thousand (10,000) shares of common stock, each with a par value of \$.001 per share.

FIFTH: The street address of the initial Registered Office of this Corporation is 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Lawrence P. Rochefort.

SIXTH: The street address of the principal office of the Corporation is 76 Sandhill Road, Flemington, NJ 08822.

SEVENTH: This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

Kenneth G. Berkley
76 Sandhill Road
Flemington, NJ 08822

EIGHTH: The names and offices of the initial officers of the Corporation are as follows:

Kenneth G. Berkley President, Secretary and Treasurer

Lawrence P. Rochefort, Esquire
Florida Bar Number 769053
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, Florida 33401
Telephone (561) 659-5990

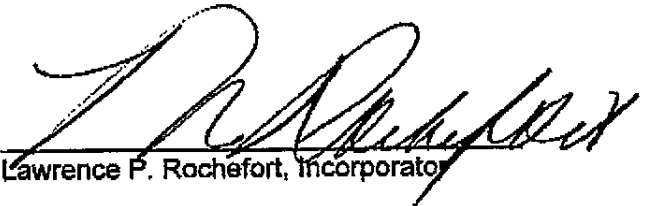
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NINTH: The name and address of the Incorporator of this Corporation is Lawrence P. Rochefort, 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401

TENTH: The duration of this Corporation is perpetual.

ELEVENTH: The Articles of Incorporation may be amended, altered or repealed, in whole or in part, by a vote of the majority of the members of the Board of Directors at a duly called and convened meeting of Board of Directors when such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of notice duly signed by all of the Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of February, 1998.


Lawrence P. Rochefort, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

MB Stables, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401, as its initial Registered Office and has named Lawrence P. Rochefort, located at that address as its Initial Registered Agent.


Lawrence P. Rochefort, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Lawrence P. Rochefort, Registered Agent

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TALLAHASSEE, FLORIDA