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MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

February 19, 1998

IN REPLY REFER TO:

Tampa

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
2-19-98

000002437280--7
-02/23/98-01027-005
****122.50 ****122.50

Re: Hunter Oaks Stable, Inc.

Gentlemen:

I enclose for filing in your office the Articles of Incorporation of Hunter Oaks Stable, Inc.

Also enclosed is a check in the amount of \$122.50 in payment of the following:

Filing Fee	35.00
Certified copy of Articles	52.50
Registered Agent Certificate	<u>35.00</u>

Total \$122.50

I would appreciate your certifying and returning to me the enclosed copy of the Articles of Incorporation.

Sincerely yours,

Stella F. Thayer
Stella F. Thayer

jma
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 8:51

D. BROWN FEB 24 1998

EFFECTIVE DATE
2-19-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 FEB 23 AM 8:51

ARTICLES OF INCORPORATION
OF
HUNTER OAKS STABLE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is HUNTER OAKS STABLE, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7,500 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE

The address of the principal office of the corporation is the same as the street address of the initial registered office of the Corporation which is 5305 Interbay Boulevard, Tampa, Florida, 33611, and the name of the initial registered agent at that address is PATRICK THOMPSON.

ARTICLE VI

BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the

initial director of the Corporation is:

James P. Rivetts
409 S. Audubon Avenue - #3
Tampa, Florida 33609

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The name, address and office of the first officer, who shall hold office for the first year of the Corporation's existence or until his successor is duly elected and qualified, is:

James P. Rivetts	-	President, Secretary
409 S. Audubon Avenue - #3		and Treasurer
Tampa, Florida 33609		

ARTICLE VIII

CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles is:

Stella F. Thayer
400 North Tampa Street - Suite 2300
Tampa, Florida 33602

ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit

or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), adjustments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders or to any other person, nor in respect of any matter on which any settlement or compromise is effect, where the settlement or compromiser shall have substantially exceeded the expense which might have reasonably been incurred by such director,

officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

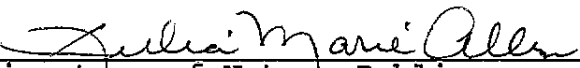
B. Location of Shareholders and Directors Meetings. Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of February, 1998.


STELLA F. THAYER (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 19th day of February, 1998, by STELLA F. THAYER who is personally known to me or who has produced _____ as identification.



Signature of Notary Public



Julia Marie Allen
My Commission CC638142
Expires April 30, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 8:51

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of HUNTER OAKS STABLE, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



PATRICK THOMPSON