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February 27, 1998

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

700002446727--9

-03/04/98--01056--004
*****122.50 *****122.50

SUBJECT: Equisine, Inc.

700002446727--9

-03/04/98--01056--005
*****8.75 *****8.75

To Whom it may concern:

Enclosed please find and original and two (2) copies of the Articles of Incorporation for Equisine, Inc. together with two checks in the amount of ONE HUNDRED TWENTY TWO DOLLARS FIFTY CENTS (\$122.50) and EIGHT DOLLARS SEVENTY FIVE CENTS (\$8.75). Please send a certificate of Status and a Certified Copy of the Articles to the address appearing below:

Equisine, Inc.
337 Sandpiper Avenue
Royal Palm Beach, FL 33441
Attn: John J. Sakal

If you have any questions concerning this matter, please feel free to call me at the number appearing above. Thank you for your cooperation.

Sincerely,



Sean P. Kiernan, Esq.

SPK/mth
Enclosures

FILED
98 MAR -4 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPB
3-3-98

ARTICLES OF INCORPORATION
OF
Equisine, Inc.
A Florida Corporation

FILED
98 MAR -4 AM 8:07
TALLAHASSEE FLORIDA
SECRETARY OF STATE

I, the undersigned incorporator, desiring to form a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be EQUISINE, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be located at 337 Sandpiper Avenue, Royal Palm Beach, Florida, 33411.

ARTICLE III

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TWO THOUSAND (2,000) shares of ONE CENT (\$.01) par-value common stock.

ARTICLE IV

Initial Registered Agent And Mailing Address

The name and Florida street address of the initial registered agent is:

John J. Sakal
337 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE V

Incorporator

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

John J. Sakal
337 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE VI:

Board Of Directors

The corporation shall initially have one (1) Director. The number of Directors of the corporation may be changed from time to time by the By-Laws, but shall never be less than one (1). The Name and addresse of the individual that will serve as the initial director for the corporation until the first annual meeting of shareholders or until successors are elected and shall qualify is as follows:

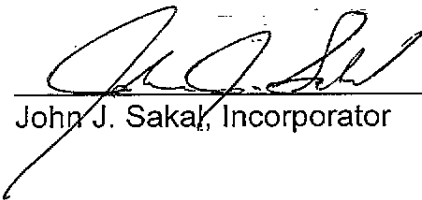
John J. Sakal
337 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE VII:

Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 26 day of February, 1998.



John J. Sakal, Incorporator

2/26/98

Date

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

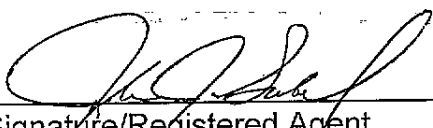
Pursuant to the provisions of Chapter 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, hereby submits the following statement, designating the Registered Office and Registered Agent within the State of Florida:

- 1) The Name of the Corporation is EQUINE, INC.
- 2) The name and address of the initial Registered Agent and Office

follows:

John J. Sakal
337 Sandpiper Avenue
Royal Palm Beach, FL 33411

Having been named as registered agent and to accept service of process for the above state 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

2/26/98
Date

FILED
98 MAR -4 8AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA