

6/01/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GREEN APPLES STABLES, INC./
AUDIT NUMBER.....H98000010218
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**ARTICLES OF INCORPORATION OF
GREEN APPLE STABLES, INC.**

I, the undersigned, for the purpose of forming a for profit corporation in accordance with the laws of the State of Florida acknowledge and file these Articles of Incorporation, in the Office of the Secretary of State of Florida.

ARTICLE I--NAME

The name of this corporation shall be Green Apple Stables, Inc.

ARTICLE II--DURATION

The corporation shall have a perpetual existence.

ARTICLE III--PURPOSE

The general objectives of this Corporation shall be:

1. To operate a stable for horse boarding and horse training.
2. To operate any other legitimate business relating to animals as permitted in compliance with all county, state and federal laws.
3. Any other legitimate business activity in the State of Florida or internationally that is consistent with, connected to or related in any way with said purpose.

ARTICLE IV--BOARD OF DIRECTORS

The Board of Directors will consist of

PRESIDENT Melinda Scott
16225 S.W. 172 Ave.
Miami, Florida

SECRETARY Randy Scott
16225 S.W. 172 Ave.
Miami, Florida

ARTICLE V--DUTIES AND POWERS OF BOARD OF DIRECTORS

The Board shall have all of the duties and powers provided by Florida Statutes.

ARTICLE VI--STOCK

There shall be 100 shares of stock with 1.00 par value per share

Prepared by:
Beth Davis-Wellington Esq., FB# 326127
6619 S.W. 116 PL Suite D
Miami, Fl. 33173
(305)273-0101

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ARTICLE VII--SUBSCRIBER

The name and address of the subscriber to these Articles are:

Name	Address
Melinda Scott	16225 S.W. 172 Ave. Miami, Florida 33187

ARTICLE VIII--OFFICERS

The officers of this corporation shall be the President and the Secretary and they shall have all of the duties and powers provided by the Florida Statutes.

ARTICLE IX-INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may have become involved by reason of the Director or Officer being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to all of the rights to which such Directors or Officer may be entitled.

ARTICLE X-PRINCIPAL OFFICE AND ADDRESS

The principal office of the Corporation shall be at 16225 S.W. 172 Ave. Miami Florida or at such other place within the State of Florida as may be subsequently designated by the Board of Directors.

ARTICLE XI

The initial registered office is at 16225 S.W. 172 Ave. Miami, Florida. The initial registered agent shall be Melinda Scott.

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ARTICLE XII

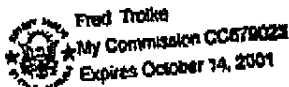
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be adopted by the Board of Directors, either by majority vote at a meeting, or in any other means designated by the By-Laws.

Melinda Scott
MELINDA SCOTT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county named above to take acknowledgments, who produced FDL S300-S46-60 as identification executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she subscribed the same.

WITNESS my hand and official seal, in the County of Miami Dade, State of Florida, on this 28 day of May 1998.



Fred Troika
Notary Public State of Florida At Large

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation.

Melinda Scott
Melinda Scott

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