

LABRECQUE & COMPANY

1202 Nebraska Ave., Palm Harbor, FL 34683

Fax 813-789-2021 **813-786-8228**

Fla 800-286-8918

P98000050320

May 20, 1998

Division of Corporation - New Filings Section
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314-6327

Gentlemen:

Enclosed are the executed Articles of Incorporation for The Last Chance Quarter Horse Ranch, Inc.

Please send a notice of the date of filing as well as the document number assigned to this business to the address shown above.

If you have any questions, please contact our office.

Very Truly Yours,
LaBrecque & Company

Edward C. LaBrecque CPA
Edward C. LaBrecque, C.P.A.

Enclosures

cc: The Last Chance Quarter Horse Ranch, Inc.

ECL:dpa

200002546132-6
-06/03/98-01067-001
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 AM 7:58

RP
060598

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 AM 7:58

**ARTICLES OF INCORPORATION
OF
THE LAST CHANCE QUARTER HORSE RANCH, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is:

THE LAST CHANCE QUARTER HORSE RANCH, INC.

ARTICLE II

GENERAL PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The period of duration of this corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The initial street address of the principal office of this corporation in the state of Florida is:

3516 Shoreline Circle
Palm Harbor, FL 34684

ARTICLES V

DIRECTORS

The business of this corporation shall be managed by Board of Directors. There shall be two (2) Directors initially. The number of Directors may be increased, after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of shareholders be less than two (2). The name and street address of both members of the Board of Directors is:

Patricia Canatsey
3516 Shoreline Circle
Palm Harbor, FL 34684

Michael Canatsey
3516 Shoreline Circle
Palm Harbor, FL 34684

ARTICLE VI

NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless the Articles of Incorporation or Bylaws so require.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing the Articles of Incorporation as an incorporator is:

Patricia Canatsey
3516 Shoreline Circle
Palm Harbor, FL 34684


ARTICLE VIII

REGISTERED AGENT

The undersigned, an individual resident of the state of Florida whose business is:

Edward C. LaBrecque
1202 Nebraska Avenue
Palm Harbor, FL 34683

does hereby state that he accepts appointment as Registered Agent for this corporation.


Edward C. LaBrecque

ARTICLE IX

BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X

AMENDMENT OF ARTICLES

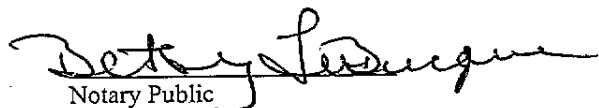
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 1st day of May 1998.

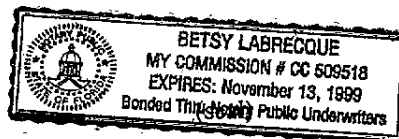

Patricia Canatsey

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 1st day of May 1998, by Patricia Canatsey, who produced Driver's License as identification and who did not take an oath.


Notary Public

509518
Commission Number



98 JUN -3 AM 7:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS