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June 10, 1998

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: ORIGINAL ARTICLES OF INCORPORATION OF ALMEROSA
LEASING, INC. AND ORIGINAL APPOINTMENT OF REGISTERED
AGENT

Dear Gentlemen/Madam:

Enclosed, please find the Articles of Incorporation to be filed
with the Department of State for ALMEROSA LEASING, INC., and
also the Appointment of Registered Agent regarding the above
corporation.

Also enclosed is a check in the amount of \$122.50 for the costs
of filing same.

Thank you for your time and effort in this matter.

Sincerely,

Stephen M. Knapp
Stephen M. Knapp, Esquire

SMK/wfa

Enclosure: As stated above

xc: client

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ALMEROSA LEASING, INC.

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: ALMEROSA LEASING, INC.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is all phases of horse breeding and leasing. This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchise in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

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(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who 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 against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

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. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERMS OF EXISTENCE

The existence of this corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 6823 POLEY CREEK DRIVE, LAKE LAND, FLORIDA 33811. The board of directors may from time to time move the principal offices to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAT ALMERICCO, JR.	6823 POLEY CREEK DRIVE LAKELAND, FLORIDA 33811

ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the by-laws.

ARTICLE IX. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salary of the director as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors, individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this

corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the board of directors of this corporation, which acts upon, or in reference to, such contract or transaction, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless authorized, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The name and street address of each member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
PAT ALMERICCO, JR.	6823 POLEY CREEK DRIVE LAKELAND, FLORIDA 33811

Members of the first board of directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI. SUBSCRIBER

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

NAME

ADDRESS

PAT ALMERICO, JR.

6823 POLEY CREEK DRIVE
LAKELAND, FLORIDA 33811

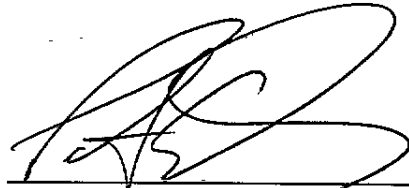
The subscriber of these Articles of Incorporation hereby assigns to this corporation any and all of their rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE XII. AMENDMENTS

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 on stockholders herein are granted and subject to this reservation. These articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, PAT ALMERICO, the undersigned subscriber, have hereunder set my hand and seal this 10 day of June, 1998, for the purpose of forming this corporation under

the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


PAT ALMERICO, JR.

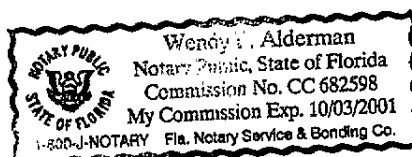
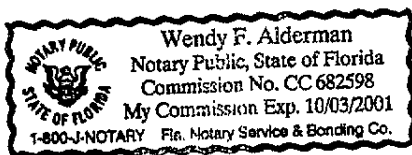
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY, that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared PAT ALMERICO, JR., who is personally known to me and is known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of June, 1998.

(SEAL)


Notary Public, State of Florida at Large



APPOINTMENT OF REGISTERED AGENT

The Division of Corporations of the Department of State uses the following form to designate the registered agent:

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST - That ALMEROSA LEASING, INC., desires to organize and qualify under the laws of the State of Florida, with its principal place of business at 6823 POLEY CREEK DRIVE, LAKE LAND, FLORIDA 33811, has named PAT ALMERICCO, JR., located at 6823 POLEY CREEK DRIVE, LAKE LAND, FLORIDA 33811, Polk County, Florida, as its agent to accept service of process within Florida.



PAT ALMERICCO, JR.
Subscriber

DATED: June 10, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



PAT ALMERICCO, JR.
REGISTERED AGENT

DATED: June 10, 1998