

Law Offices of

James W. O'Neill

2120 - 52nd STREET SOUTH
GULFPORT, FL 33707

James W. O'Neill

PHONE (813) 327-4586

FAX (813) 327-6747

P98000076912

August 28, 1998

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

IN RE: HORSEN AROUND RANCH, INC.

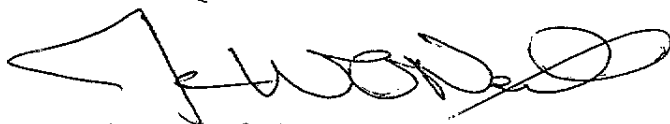
Dear Sir/Madam,

Enclosed please find Articles of Incorporation (for profit) and copy, along with my check in the amount of \$122.50 to cover the cost of filing.

It is my understanding that once this corporation is filed, you will mail the filed copy back to me.

Thank you in advance for your time and cooperation in this matter.

Sincerely,



JAMES W. O'NEILL
ESQUIRE

JWO/ar
enclosure

FILED
98 AUG 31 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 04 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HORSEN AROUND RANCH, INC.

The undersigned subscriber to the 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 the corporation shall be HORSEN AROUND RANCH, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation is organized for the purposes to breed horses and other animals and to rent, sell or buy horses or other livestock and any other purpose allowable by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a no par value.

ARTICLE IV - INITIAL CAPITOL

The amount of capital with which this corporation will begin it's business is Five Hundred (\$500.00) dollars.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - REGISTERED ADDRESS AND REGISTERED AGENT

The initial address of the principal office of this corporation in the State of Florida is: 2120 52 Street South, Gulfport, FL 33707. The registered agent is James W. O'Neill, Esquire, 2120 52 Street South, Gulfport, FL 33707.

ARTICLE VII - DIRECTORS

The Corporation shall have two directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME	ADDRESS
HENRY A. CONNOLLY, JR.	154 S. Tessier Dr., St. Pete Beach, FL 33706
BARBARA T. YANOWSKI	154 S. Tessier Dr., St. Pete Beach, FL 33706

ARTICLE IX - INCORPORATION

The names and addresses of the incorporators of these Articles of Incorporation and the number of stock the corporator's agree to take are:

NAME	ADDRESS	SHARES
HENRY A. CONNOLLY, JR.	154 S. Tessier Dr. St. Pete Beach, FL 33706	50%
BARBARA T. YANOWSKI	154 S. Tessier Dr. St. Pete Beach, FL 33706	50%

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a

a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and files the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of August, 1998.

Henry A. Connolly Jr.
HENRY A. CONNOLLY, JR.

Barbara T. Yanowski
BARBARA T. YANOWSKI

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me this day, personally appeared HENRY A. CONNOLLY, JR. and BARBARA T. YANOWSKI, to me well known to be the individual(s) described in and who executed the foregoing Articles of Incorporation and acknowledge before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24 day of August, 1998.

Angela M. Reed
Notary Public

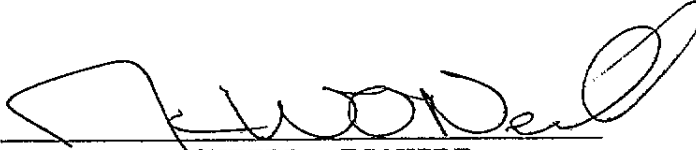
I.D. Produced:
Fla. Drivers License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That, HORSEN AROUND RANCH, INC., having been organized under the laws of the State of Florida with its principal office at 2120 52nd Street South, Gulfport, Florida 33707, as indicated in the Articles of Incorporation in the City of Gulfport, County of Pinellas, State of Florida, and has named JAMES W. O'NEILL, ESQUIRE, 2120 52nd Street South, Gulfport, Florida 33707, as its agent to accept service of process for the above named.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



JAMES W. O'NEILL, ESQUIRE
Registered Agent

This instrument prepared by:
JAMES W. O'NEILL, ESQUIRE
2120 52 Street South
Gulfport, Florida 33707
(813) 327-4586 SPN# 78069

FILED
98 AUG 31 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA