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STEVEN A. WAGNER, P.A.

ATTORNEY AT LAW
TRIAL LAWYER'S BUILDING
633 S.E. THIRD AVENUE, SUITE 302
FORT LAUDERDALE, FLORIDA 33301

STEVEN A. WAGNER

MEMBER: FLORIDA AND
DISTRICT OF COLUMBIA BARS

October 19, 1998

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

RE: OCALA STANDARD BRED SPA, INC.

ATTENTION: New Filing Department

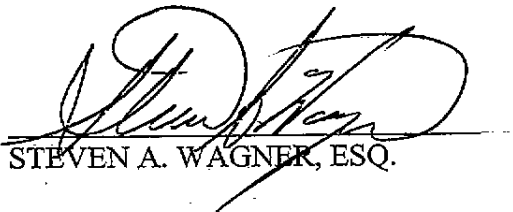
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation, including acceptance of registered agent, of the above proposed Florida Profit Corporation and a check in the amount of \$122.50, reflecting payment of the Filing Fee and one (1) Certified Copy of the Articles. **Please return said certified copy and all accompanying documents to my attention at the following address:**

**STEVEN A. WAGNER, P.A.
633 S.E. THIRD AVENUE, SUITE 302
FORT LAUDERDALE, FLORIDA 33301**

Should any additional information be required, please do not hesitate to contact me at the above listed address. Thank you for your prompt attention to this matter.

Very truly yours,



STEVEN A. WAGNER, ESQ.

SAW:is
ENC.

98 OCT 21 AM 9:20
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TELEPHONE: (954) 774-7466
FACSIMILE: (954) 774-4992

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ARTICLES OF INCORPORATION
OF
OCALA STANDARD BRED SPA, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of F.S. Chapter 607, the undersigned does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is OCALA STANDARD BRED SPA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation is: 9963 N.W. 83RD PLACE, OCALA, FLORIDA 34482, and the mailing address of this corporation is: 6095 N.W. 75TH WAY, PARKLAND, FLORIDA 33067

ARTICLE III - DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV - PURPOSE

This purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of Capital Stock this Corporation is authorized to issue is ONE THOUSAND (1,000), all of which shall be Common Shares, and shall have a par value of one dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of these articles of incorporation is:

NAME
PAUL MANDEL

ADDRESS
6095 N.W. 75TH WAY
PARKLAND, FLORIDA 33067

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of Two (2) members to hold office until the first annual meeting of stockholders, or until his/her earlier resignation, removal from office or death, and his/her successor shall have been duly elected. The number of Directors may be either increased or decreased, from time to time, in accordance with the By-Laws of the Corporation. The name and address of the initial Director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL MANDEL	6095 N.W. 75 TH WAY PARKLAND, FLORIDA 33067
DIANE M. PERKINS	6095 N.W. 75 TH WAY PARKLAND, FLORIDA 33067

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder of the Corporation shall, upon the sale for cash of any new stock of this corporation, have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is generally offered.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and hold harmless any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained within these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders of this Corporation is subject to this reservation.

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL MANDEL	10115 WEST SAMPLE ROAD CORAL SPRINGS, FLORIDA 33065

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these articles of incorporation this 15th day of October 1998.

By: 

PAUL MANDEL, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL MANDEL who has produced a FL Driver's License as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of October, 1998.



Lourdes Zapata
COMMISSION # CC625282 EXPIRES
March 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC

Lourdes Zapata
NOTARY PUBLIC Signature

State of Florida

Lourdes Zapata
Name typed or printed

My commission expires:

Commission Number:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:

OCALA STANDARD BRED SPA, INC.

AS DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

PAUL MANDEL, Registered Agent

By: Paul Mandel
PAUL MANDEL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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