P99000011740

Florida Trust Services

One San Jose Place, Suite 17

Jacksonville, FL 32257

Telephone (904) 262-1311 FAX (904) 292-4221

Pamela W. Bondurant. Secretary/Treasurer, Paralegal

January 19, 1999

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

SUBJECT: BARN TREASURES HORSE SUPPLY AND SERVICES, INC.

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Once the Articles are filed, please forward to me a certified copy of said Articles.

Pamela W. Bondurant

From:

Pamela W. Bondurant One San Jose Place

Suite 17

Jacksonville, FL 32257

904-262-2966

99 FEB -3 PM 2: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*****122.50 *****78.75

ARTICLES OF INCORPORATION

OF

BARN TREASURES HORSE SUPPLY AND SERVICES, INC.

ARTICLE I NAME

The name of the corporation shall be: BARN TREASURES_HORSE SUPPLY AND SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1232-1 Blanding Blvd.

Orange Park, Florida 32065

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

99 FEB -3 PM 2:

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Florida Trust Services, Inc.

One San Jose Place, Suite 17

Jacksonville, Florida 32257

ARTICLE V INCORPORATOR

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

Lori J. Bowden

1232-1 Blanding Blvd.

Orange Park, Florida 32065

The undersigned has executed these Articles of Incorporation this ______ day of _______, 1999.

Lori J. Bowden

Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

BARN TREASURES HORSE SUPPLY AND SERVICES, INC.

2. The name and address of the registered agent and office is:

Florida Trust Services

One San Jose Place, Suite 17

Jacksonville, Florida 32257

Signature:

fori J. Bowden

Title:

Incorporator

Date:

1/20/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO

THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I-AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Florida Trust Services, Inc.

Signature:

By: Everett H. Bondurant, fr. President

Date: