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(OF COUNSEL)

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REAL ESTATE LAWYER
**FL BAR BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER
***CERTIFIED MEDIATOR-
CIRCUIT AND FAMILY LAW
****FL BAR BOARD CERTIFIED
CITY, COUNTY AND LOCAL
GOVERNMENT LAWYER

P 99000014818
February 12, 1999

Florida Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

Re: Rocking A⁺ Quarter Horses, Inc.

400002774914--8
-02/15/99--01034--013
*****78.75 *****78.75

Dear Madame:

Enclosed please find original and copy of Articles of Incorporation and Certificate Designating Registered Agent. Please file the originals and have the copies certified. Once this has been accomplished, please return the certified copies to this office. We are enclosing our check in the amount of \$78.75 to cover the filing fee.

Your assistance with this is very much appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, MIZELL,
ROSS & GOLDMAN, P.A.

Edward L. Wotitzky

ELW/sjb
Enclosures

FILED
FEB 15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER FEB 10 1999

ARTICLES OF INCORPORATION
OF
ROCKING A[™] QUARTER HORSES, INC.

FILED
FEB 15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

Article 1 - Name and Mailing Address

The name of this corporation is *Rocking A[™] Quarter Horses, Inc.* and its mailing address shall be 6830 S.W. Belvoir Drive, Arcadia, FL 34266.

Article 2 - Duration of Corporate Existence

This corporation shall exist perpetually.

Article 3 - Purposes

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

Article 4 - Capital Stock

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

Article 5 - Address and Registered Agent

The street address of the initial registered office of this corporation shall be 223 Taylor Street, Punta Gorda, Florida 33950. The name of the initial registered agent at such address is Edward L. Wotitzky.

Article 6 - Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by ByLaws adopted by the shareholders, but shall never be less than one nor more than seven.

Article 7 - Initial Director

The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Aaron Hudson	6830 S.W. Belvoir Drive Arcadia, FL 34266

Article 8 - Incorporator

The name and post office address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Aaron Hudson	6830 S.W. Belvoir Drive Arcadia, FL 34266

Article 9 - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

Article 10 - Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including

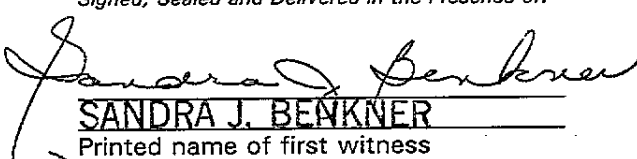
attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him; or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.


Article 11 - 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

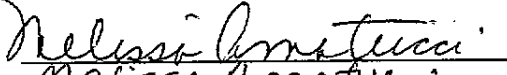
IN WITNESS WHEREOF, the undersigned has hereunto subscribed their name and affixed their seal this 11th day of Feb., 1999.

Signed, Sealed and Delivered in the Presence of:


SANDRA J. BENKNER
Printed name of first witness



Aaron Hudson


Melissa Amateuca
Printed name of second witness

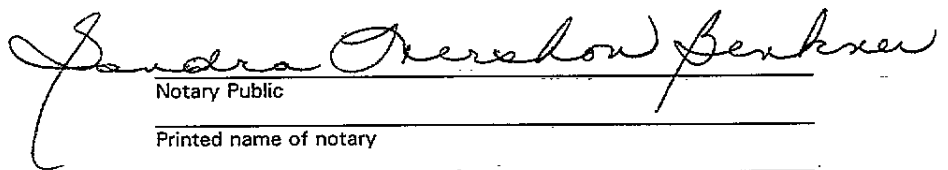
State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 11th day of Feb., 1999 by AARON HUDSON. He is personally known to me or ~~produced~~ _____ as ~~identification~~.

My Commission expires:



Sandra Mershon Benkner
MY COMMISSION # CG651240 EXPIRES
July 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public

Printed name of notary

Serial or Commission Number

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

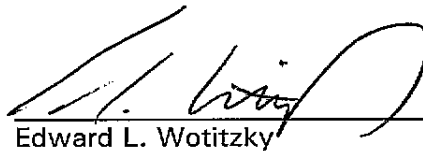
In compliance with § 48.091 Fla. Stat., the following is submitted:

ROCKING A QUARTER HORSES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 6830 S.W. Belvoir Drive, Arcadia, DeSoto County, Florida 34266, has designated EDWARD L. WOTITZKY, whose street address is 223 Taylor Street, Punta Gorda, Charlotte County, Florida 33950, as its agent to accept service of process within this state.

ROCKING A QUARTER HORSES, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Edward L. Wotitzky

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA