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TRANSMITTAL LETTER

FILED

February 19, 1999

99 FEB 22 AM 9:11


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: E-horsetrader.com Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50 in payment for the filing fee and a certified copy.

FROM:

  
Clinton M. Tarkoe  
4840 N.E. 28<sup>th</sup> Avenue  
Fort Lauderdale, FL 33308  
(202) 225.3026

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-02/22/99--01138--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

P. Hall

FEB 24 1999 ✓

ARTICLES OF INCORPORATION  
OF  
E-horsetrader.com Inc.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation..

ARTICLE I

The name of the corporation shall be E-horsetrader.com Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 2,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

#### ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Randolph R. Fisher	1791 SE 10 <sup>th</sup> Avenue Fort Lauderdale, FL 33316
Randolph R. Fisher III	1791 Se 10 <sup>th</sup> Avenue Fort Lauderdale, FL 33316
John Ropes	1299 N. Rio Vista Boulevard Fort Lauderdale, FL 33316

#### ARTICLE X

The initial registered agent of the corporation is Zillah L. Tarkoe. The street address of the corporation's initial registered office is 4840 N.E. 28<sup>th</sup> Avenue, Fort Lauderdale, FL 33308.

#### ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1791 SE 10<sup>th</sup> Avenue, Fort Lauderdale, Florida 33316.

#### ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Clinton M. Tarkoe, 4840 N.E. 28<sup>th</sup> Avenue, Fort Lauderdale, Florida 33308.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of February, 1999.

  
Clinton M. Tarkoe, Incorporator

Having been named as registered agent and to accept service of process for the above 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.

Jilliah P. Tarkoe  
Signature/Registered Agent

2/19/99  
Date

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