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LAW OFFICES OF  
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\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

March 22, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street (32301)  
Post Office Box 6327  
Tallahassee, FL 32314

300002818433-18  
-03/25/99-01075-010  
\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: Aesop's Stables, Inc.**

Dear Sir or Madam:

Enclosed are one (1) original and one (1) copy of Articles of Incorporation and Registered Agent forms for the captioned corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED  
99 MAR 25 PM 1:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
3/30

Secretary of State  
Division of Corporations  
March 22, 1999  
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly.  
Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

A handwritten signature in dark ink, appearing to read "P. Todd Kennedy", with a long horizontal flourish extending to the right.

P. Todd Kennedy

PTK/msg  
Enclosures  
F:\KINGSF~1\LTRS\ART-INC.SOS

**ARTICLES OF INCORPORATION  
OF  
AESOP'S STABLES, INC.**

**FILED**  
99 MAR 25 PM 1:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

1.01 The name of this corporation is AESOP'S STABLES, INC.

**ARTICLE TWO**

2.01 The corporation is to have perpetual existence.

**ARTICLE THREE**

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

**ARTICLE FOUR**

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE FIVE**

5.01 The street address of the initial registered office of the corporation is 2062 Polo Gardens Drive, Apt. #205, Wellington, Florida 33414 and the name of the initial Registered Agent at that address is Judith H. Kingsford.

**ARTICLE SIX**

6.01 The name and address of the incorporator of this corporation is:

Name

Address

Judith H. Kingsford

2062 Polo Gardens Drive  
Apt. #205  
Wellington, FL 33414

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

Judith H. Kingsford

2062 Polo Gardens Drive  
Apt. #205  
Wellington, FL 33414

ARTICLE EIGHT

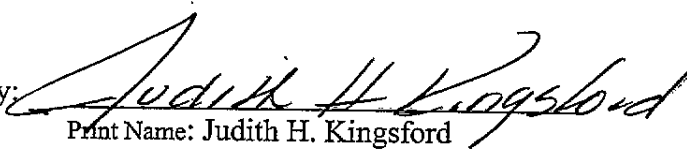
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 22 day of March, 1999.

By:

  
Print Name: Judith H. Kingsford  
Incorporator

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

FILED  
99 MAR 25 PM 1:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that AESOP'S STABLES INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2062 Polo Gardens Drive, Apt. #205, Wellington, FL 33414.

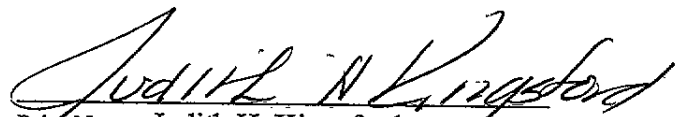
Second, named Judith H. Kingsford, 2062 Polo Gardens Drive, Apt. #205, Wellington, FL 33414, as its Agent to accept service of process within Florida.



Print Name: Judith H. Kingsford  
Incorporator

Date: 3/22, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



Print Name: Judith H. Kingsford  
Registered Agent

Date: 3/22/99