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April 27, 1999

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-04/29/99-01034-003
****122.50 ****78.75

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: VALENTINE HORSE FARM , INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Matthew T. Valentine
29610 State Road 46
Sorrento, Florida 32776
(407)324-1376

99 APR 29 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dmc
5/4/99

ARTICLES OF INCORPORATION

of

VALENTINE HORSE FARM INC.

(name of corporation)

FILED

99 APR 29 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VALENTINE HORSE FARM INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
29610 SR 46			
CITY	SORRENTO	FLORIDA	ZIP 32776

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	MATTHEW T. VALENTINE		
ADDRESS	29610 SR 46		
CITY	SORRENTO	FLORIDA	ZIP 32776

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

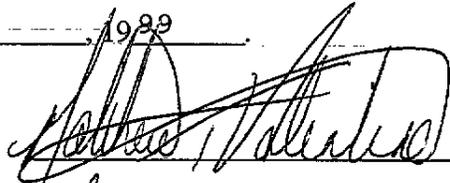
NAME	MATTHEW T. VALENTINE		
ADDRESS	29610 SR 46		
CITY	SORRENTO	STATE FLORIDA	ZIP 32776
NAME	TRICIA F. VALENTINE		
ADDRESS	29610 SR 46		
CITY	SORRENTO	STATE FLORIDA	ZIP 32776
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MATTHEW T. VALENTINE		
ADDRESS	29610 SR 46		
CITY	SORRENTO	STATE FLORIDA	ZIP 32776
NAME	TRICIA F. VALENTINE		
ADDRESS	29610 SR 46		
CITY	SORRENTO	STATE FLORIDA	ZIP 32776
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 20th day of APRIL, 1989

 (Signature)

 (Signature)

_____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED

99 APR 29 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALENTINE HORSE FARM INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

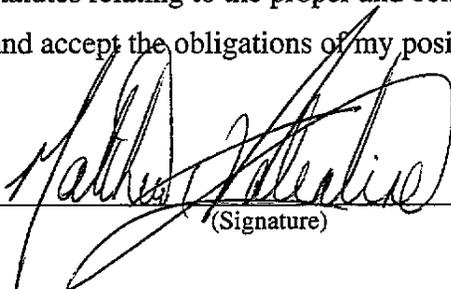
at 29610 SR 46

SORRENTO, FLORIDA 32776

has named MATTHEW T. VALENTINE

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

4-20-99

(Date)