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BLACK VELVET ARABIANS, INC.
12701 Mustang Trail
Fort Lauderdale, FL 33330

May 4, 1999

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-05/10/99--01117--010
****122.50 *****78.75

State of Florida
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for BLACK VELVET ARABIANS, INC.
and a check in the amount of \$122.50 to cover the filing of these articles.

Very truly yours,

Robert Allen
Incorporator

FILED
99 MAY 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Doc 5/13

**ARTICLES OF INCORPORATION
OF
BLACK VELVET ARABIANS, INC.**

FILED
99 MAY 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BLACK VELVET ARABIANS, INC. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is:

BLACK VELVET ARABIANS, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

12701 Mustang Trail
Fort Lauderdale, FL
33330

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12701 Mustang Trail, Fort Lauderdale, FL 33330 and the name of the corporation's initial registered agent at that address is Robert Allen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name of and address of the initial director are:

NAME:
Robert Allen

ADDRESS:
12701 Mustang Trail
Fort Lauderdale, FL
33330

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

NAME:
Marianne Allen

ADDRESS:
12701 Mustang Trail
Fort Lauderdale, FL
33330

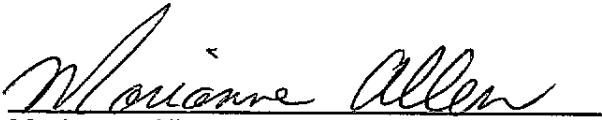
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 4th day of May, 1999

A handwritten signature in cursive script, reading "Marianne Allen", is written over a horizontal line.

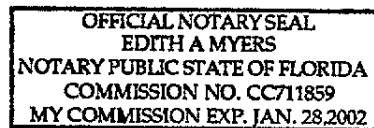
Marianne Allen
Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss:

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared ROBERT ALLEN known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the articles of incorporation.

In witness whereof, I have hereto set my hand and seal in the state and county aforesaid this 4th day of May 1999.


Notary Public



ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of the position.


Robert Allen

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TALLAHASSEE, FLORIDA