P4446006336 GERALD WEINBERG, P.C. Attorneys at Law

90 State Street
Albany, New York 12207

Gerald Weinberg Lawrence A. Kirsch Telephone (518) 463-2051 NYS (800) 342-9856 Facsimile (518) 463-0079

JULY 19, 1999

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

200902935892--4 *****70.00 ******70.00

Re: TRI-OAKS HORSE CORP.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

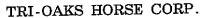
Very truly yours,

Lawrence A. Kirsel

TARY OF STATIANSSEE, FLORE

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ARTICLES OF INCORPORATION





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

ARTICLE I NAME

The name of the corporation is TRI-OAKS HORSE CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

19131 Huckavalie Road Odessa, Florida 33556

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Katherine E. Mitchell 90 State Street Albany, New York 12207 IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of July, 1999.

KATHERINE E. MITCHELL

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 19th day of July. 1999 by the incorporator of TRI-OAKS HORSE CORP.

Notary Public

My Commission Expires:

MARLENE S. WELSH
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ALBANY COUNTY
NO. 01WE5039377
MY COMMISSION EXPIRES FEB. 21, 16 2-00

D. Welson

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:	
	T S 9
	CRE
2. The name and address of the registered agent and office is:	TAR 20
Andrew J. Fanning	THO HE TO
19131 Huckavalie Rd.	H COL
(P.O.BOX NOT ACCEPTABLE) Odessa, F1 33556	1 5
(CITY/STATE/ZIP)	<u> </u>
SIGNATURE X CLUBBEN	Tanning
(Corporate (Officer) V Fanning
TITLE Pres.	
DATE 6/14/99	
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE	HE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIF AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO C	JOINIPLY VVII IN INC.
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND	AND COMPLETE
SECTION 607.325 FLORIDA STATUTES.	7
(i bon)	140
SIGNATURE (Registered	A Communa
Andrew	J. Fanning
DATE	<u> </u>