



THE UNITED STATES
CORPORATION
COMPANY

P990000070047

ACCOUNT NO. : 072100000032

REFERENCE : 328339 9666A

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 70.00

ORDER DATE : August 3, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 328339-005

CUSTOMER NO: 9666A

700002949587--9

CUSTOMER: Tim Haines, Esq
HART & GRAY
HART & GRAY
P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: OXFORD FARM SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

MM 8/6/99
1199-17975

FILED
99 AUG -3 PM 4:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED
99 AUG -3 PM 2:29
CLERK OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 3, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: OXFORD FARM SOUTH, INC.
Ref. Number: W99000017975

RESUBMIT

Please give original
submission date as file date

We have received your document for OXFORD FARM SOUTH, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 599A00039371

RECEIVED
99 AUG -6 PM 1:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OXFORD FARM SOUTH, INC.

FILED
AUG -3 PM 4:26
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation.

ARTICLE 1.

1.01 Name and Address. The name of the Corporation is **OXFORD FARM SOUTH, INC.**, and the mailing address of the Corporation is Post Office Box 772021, Ocala, Florida 34477-2021. The address of the Corporation's principal office is 4485 Northwest 73rd Terrace, Ocala, Florida 34482.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to provide consulting services, and act as an agent for third parties, in all aspects of the thoroughbred industry, including management of, and partnerships with regard to, thoroughbred horses, sales representation, breaking, sales prep, and training, and all other purposes permitted by law.

3.02 Corporate Powers. The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

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FOR
OXFORD FARM SOUTH, INC.

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3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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4.04 Shares in Classes. The shares of the Corporation are to be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association

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FOR
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of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

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ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

Name

Address

George N. Collatos

Post Office Box 772021
Ocala, Florida 34477-2021

ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is George N. Collatos, ,whose mailing address is 4485 NORTHWEST 73RD TERRACE, OCALA, FLORIDA 34482

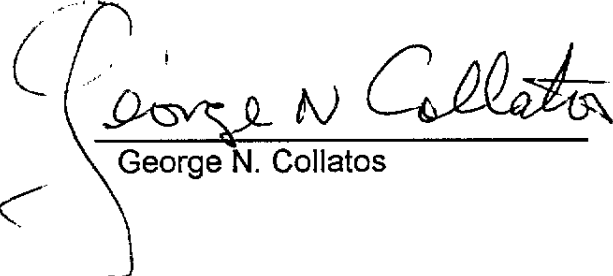
ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is George N. Collatos, whose mailing address is Post Office Box 772021, Ocala, Florida 34477-2021.

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FOR
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
this 3rd day of August, 1999.

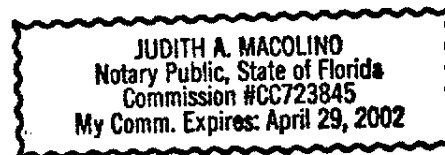

George N. Collatos

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared George N. Collatos, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 3rd day of August, 1999.

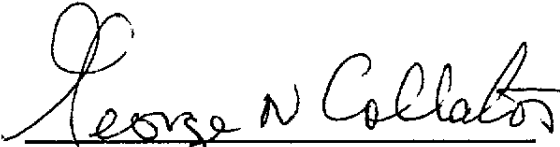

Print Name: Judith A. Macolino



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

George N. Collatos whose address is 4485 NORTHWEST 73rd TERRACE, OCALA,
FLORIDA 34482 is the initial registered agent named in the Articles of Incorporation to accept
service of process for **OXFORD FARM SOUTH, INC.**, a corporation organized under the
laws of the State of Florida and he hereby accepts such appointment as registered agent
at the place designated in this certificate.

DATED this 3rd day of August, 1999.


George N. Collatos

FILED
99 AUG -3 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA