

P99000070170
TRANSMITTAL LETTER

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

000002925910--8
-07/08/99--01021--017
*****78.95 *****78.75

SUBJECT: L.W. Randolph Thoroughbreds, Inc.

Enclosed is an Original and one (1) copy of the Articles of Incorporation and a check for seventy-eight dollars and seventy-five cents (\$78.75), for the filing fee and Certificate.

FROM: Heidi Jo Crane
899 S. W. Highway 484
Ocala, Florida 34473
(352) 812-6416

352-245-9831
or
817-66669

PLEASE NOTE: The above address is the correct physical address
however the mailing address will be as follows:

P.O. Box 11134
Ocala, FL 34473

FILED
99 AUG -3 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heidi Jo Crane GAVE
AUTORIZATION BY PHONE TO

CORRECT Articles

DATE 8/9/99

DOC. EXAM [Signature]

8/9/99
[Signature]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

HEIDI JO CRANE
899 S.W. HIGHWAY 484
OCALA, FL 34473

SUBJECT: L. W. RANDOLPH THOROUGHBREDS, INC.
Ref. Number: W99000016298

We have received your document for L. W. RANDOLPH THOROUGHBREDS, INC. and your check(s) totaling \$78.95. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 799A00036478

ARTICLES OF INCORPORATION
OF
L. W. RANDOLPH THROUGHBREDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be L. W. RANDOLPH THROUGHBREDS, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on this filing of these Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all equine operations, in addition to any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 100 shares of, single class of common stock, zero dollar (\$0) par value stock which shall be distributed to Heidi Jo Crane, which shall be designated as single class common stock.

ARTICLE V- PREEEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is, 899 S. W. Highway 484, Ocala, Florida 34473. And the name of the initial registered agent of this corporation is Heidi Jo Crane.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws, however, there shall never be less than one (1) director nor more than two (2). The name and address of the initial Board of Directors is:

Heidi Jo Crane
899 S. W. Highway 484
Ocala, Florida 34473

ARTICLE VIII- INCORPORATORS

The name and address of the Incorporator signing these articles is HEIDI JO CRANE, 899 S. W. Highway 484, Ocala, Florida 34473.

ARTICLE IX- INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 899 S. W. Highway 484, Ocala, Florida 34473. The mailing address shall be: P.O. BOX 11134, Ocala, FL 34473.

ARTICLE X- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full permitted under the law.

ARTICLE XI- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

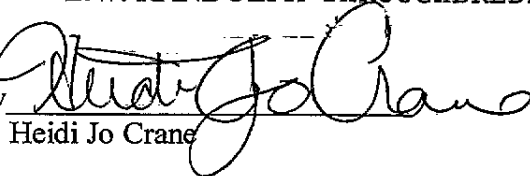
ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in this 30 day of July, 1999.

L.W. RANDOLPH THROUGHBREDS, INC.

By


Heidi Jo Crane

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

The name of the corporation is:

L. W. RANDOLPH THROUGHBREDS, INC.

The name and address of the registered agent and office is:

HEIDI JO CRANE
899 S. W. Highway 484
Ocala, Florida 34473

Having been named as registered agent and to accept service of process for the above
named corporation at the place designated in this certificate, I hereby accept he
appointment as registered agent 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.


Heidi Jo Crane


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personal appeared HEIDI JO CRANE, President of L. W. RANDOLPH THROUGHBREDS, INC. who provided Florida State I.D. as identification, and is known by me to be the person executing the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WHITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 day of July, 1999.


NOTARY PUBLIC
State of Florida at large

My commission expires:

