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KLEIN & KLEIN

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September 30, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-10/04/99--01080--008
*****78.75 *****78.75

RE: Summit Hill Arabians, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$78.75 representing your filing fees.

Very truly yours,



H. RANDOLPH KLEIN

HRK/kp
enc.

FILED
1999 OCT -4 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cathy Patten GAVE
AUTHORIZATION BY PHONE TO
CORRECT name in VI
DATE 10-11-99
DOC. EXAM AN

Oct 10/11
W99000023209

FILED

1999 OCT -4 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUMMIT HILL ARABIANS, INC.**

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

SUMMIT HILL ARABIANS, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and registered office shall be:
5500 Southeast 17th Street, Ocala, Florida 34471,

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

FILED

1999 OCT -4 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI.

The name and address of the incorporator is:

Michael G. Potapow
5500 Southeast 17th Street
Ocala, Florida 34471

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this
30th day of September, 1999.


MICHAEL G. POTAPOW

STATE OF FLORIDA

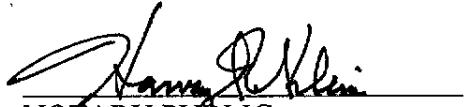
COUNTY OF MARION

BEFORE ME, a Notary Public, this day, personally appeared, MICHAEL G. POTAPOW,
who is personally known to me, or produced _____ as identification, who executed the
foregoing instrument and acknowledged before me the execution thereof for the uses and purposes
therein, stated and expressed.

WITNESS, my hand and official seal at Ocala, Marion County, Florida, this 30th day of
September, 1999.




Harvey R. Klein
MY COMMISSION # CC826645 EXPIRES
May 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC,
State of Florida at Large

My commission expires:

Having been named Registered Agent of SUMMIT HILL ARABIANS INC., I hereby
accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same
pertain tot he office of the Registered Agent.


MICHAEL G. POTAPOW,
Registered Agent