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LETTER OF TRANSMITTAL

10-14-99

FLORIDA DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

FILED
99 OCT 18 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: SPENCER'S EQUINE SERVICES, INC

300003016669--9
-10/18/99-01071-020
*****78.75 *****78.75

Gentlemen:

Enclosed please find the ORIGINAL
AND ONE COPY OF the ARTICLES OF
INCORPORATION, Together with my check
in the amount of \$78.75.

This represents the cost of the
filing fees, CERTIFIED COPY OF ARTICLES
OF INCORPORATION AND fee for
REGISTERED AGENT DESIGNATION FOR
the ABOVE NAMED CORPORATION.

TERRELL D. CONRAD
SPENCER'S EQUINE SERVICES INC
6625 CALVIN LEE RD.
GROVELAND FL 34736

352-429-3803

ARTICLES OF INCORPORATION

of

SPENCER'S EQUINE SERVICES, INC
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SPENCER'S EQUINE SERVICES INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>6625 CALVIN Lee Rd.</u>		
CITY <u>GROVELAND</u>	FLORIDA <u>FL</u>	ZIP <u>34736</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>TERRELL D. CONRAD</u>
ADDRESS <u>6625 CALVIN Lee Rd.</u>
CITY <u>GROVELAND</u> FLORIDA <u>FL</u> ZIP <u>34736</u>

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	TERRELL D. CONRAD		
ADDRESS	6625 CALVIN LEE RD.		
CITY	GROVELAND	STATE	FL ZIP 34736
NAME	SPENCER T. CONRAD		
ADDRESS	6628 CALVIN LEE RD.		
CITY	GROVELAND	STATE	FL ZIP 34736
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	TERRELL D. CONRAD		
ADDRESS	6625 CALVIN LEE RD.		
CITY	GROVELAND	STATE	FL ZIP 34736
NAME	SPENCER T. CONRAD		
ADDRESS	6628 CALVIN LEE RD.		
CITY	GROVELAND	STATE	FL ZIP 34736
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 14
day of OCTOBER, 1999.

Terrell D. Conrad (Signature)

Spencer T. Conrad (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

SPENCER'S EQUINE SERVICES INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 6625 CALVIN LEE RD.
GROVELAND FL 34736

has named TERRELL D. CONRAD

located at the aforesaid address, as its registered agent to accept service of process within this state.

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

Terrell D. Conrad 10-14-99
(Signature) (Date)