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SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN & WELLS

ATTORNEYS AND COUNSELORS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

25 WALTER MARTIN ROAD N.E.

P.O. BOX 2379

FORT WALTON BEACH, FLORIDA 32549

WALTER J. SMITH
JAMES W. GRIMSLEY
STEVEN B. BAUMAN
DREW S. PINKERTON*
RICHARD P. PETERMANN**
KELVIN CLYDE WELLS

TELEPHONE (850) 243-8194

TELECOPIER (850) 664-5728

TELECOPIER (850) 243-9692

October 27, 1999

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-1050

Re: Articles of Incorporation

Dear Clerk:

You will please find enclosed an original and one copy of Articles of Incorporation for SCEC, Inc., along with our firm's check in the amount of \$78.75 for the filing. Also enclosed you will please find enclosed an original and one copy of Articles of Amendment for Southern Cross Equestrian Centre, Inc., along with our firm's check in the amount of \$35.00 for the filing.

Please conform the enclosed copies and return them to us as soon as the filing has occurred. Please feel free to contact our office should you have any questions.

Yours very truly,

Pam Echternacht

Pamela R. Echternacht
Secretary for Walter J. Smith

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99 OCT 29 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCEC, INC.

FILED
99 OCT 29 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is SCEC, Inc.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

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

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 4058 Indian Bayou North, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Brant W. Kelly, who states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and his signature appears hereafter.

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. The name and address of the initial directors of this corporation are:

Laurie W. Kelly
4058 Indian Bayou North
Destin, FL 32541

and

Brant E. Kelly
4058 Indian Bayou North
Destin, FL 32541

Article VIII - Incorporators

The name and address of the people signing these Articles are as follow:

Laurie W. Kelly
4058 Indian Bayou North
Destin, FL 32541

and

Brant E. Kelly
4058 Indian Bayou North
Destin, FL 32541

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following people and in the amount set opposite their name:

Laurie W. Kelly	1,500
Brant E. Kelly	1,500

Article XI - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these
Articles of Incorporation this 27th day of September, 1999.


LAURIE W. KELLY


BRANT E. KELLY

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments
in the State and County set forth above, this 27th day of September,
1999, personally appeared LAURIE W. KELLY who is personally known to me
and who did not take an oath.

MARY ANNE WINDES
Notary Public, State of Florida
My comm. exp. Jan. 9, 2003
Comm. No. CC800732


Notary Public
My Commission Expires: 1-9-2003

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments
in the State and County set forth above, this 27th day of September,
1999, personally appeared BRANT E. KELLY who is personally known to me
and who did not take an oath.

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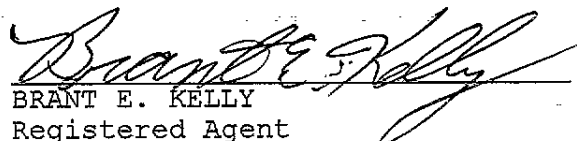
Prepared by:
WALTER J. SMITH
Smith, Grimsley, Bauman, Pinkerton
Petermann and Wells
Post Office Box 2379
Fort Walton Beach, FL 32549

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED;

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST: That SCEC, INC., a corporation duly organized and
existing under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation, has named BRANT
E. KELLY, 4058 Indian Bayou North, Destin, FL 32540, as its agent to
accept service of process for the above-named corporation at the place
designated in this Certificate.

SECOND: Having been named to accept service of process for
the above-named corporation at the place designated in this Certificate,
I hereby agree to act in this capacity and I further agree to comply
with the provisions of all statutes relative to the proper performance
of my duties.


BRANT E. KELLY
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by BRANT E. KELLY who is
personally known to me, and who did not take an oath, this 27th day of
September, 1999.

MARY ANNE WINDES
Notary Public, State of Florida
My comm. exp. Jan. 9, 2003
Comm. No. CC800732


Notary Public
My Commission Expires: 1-9-2003

SECRETARY OF STATE
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