

Wallace J. D. Weylie

BARRISTER & SOLICITOR
ATTORNEY • AT • LAW

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

350 GULF BLVD.
INDIAN ROCKS BEACH, FL 33785
(TAMPA BAY AREA)
PHONE (727) 596-9078
FAX (727) 593-2192

October 29, 1999

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

900003030249--2
-11/01/99--01058--009
****122.50 *****78.75

SUBJECT: CANTIUM BLOODSTOCK INC.

Enclosed please find an original and one (1) copy of the
articles of incorporation for the above corporation and
check in the amount of \$122.50 for Filing fee, Registered
Agent Designation and Certified copy.

Please return copy to :

Wallace J. Weylie,
Attorney at Law,
350 Gulf Blvd.,
Indian Rocks Beach, Fl 33785
(727)596-9078

Thanking you for your assistance---

Sincerely,
Weylie
Wallace J. Weylie

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

11/13/99

ARTICLES OF INCORPORATION

OF

CANTIUM BLOODSTOCK INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

CANTIUM BLOODSTOCK INC.

The principal place of business of this corporation shall be:

1121 SOUTHEAST 12TH TERRACE,
OCALA, FLORIDA 34471

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Richard Kent
1121 Southeast 12TH Terrace
Ocala, Florida 34471

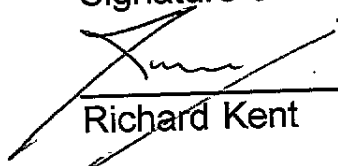
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Richard Kent
1121 Southeast 12TH Terrace,
Ocala, Florida 34471

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 1999.

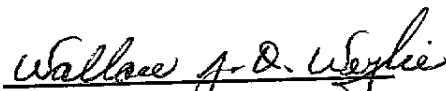
Signature of Incorporator:


Richard Kent

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this
^{under report} 20th day of October, 1999 by Richard Kent of Cantium Bloodstock Inc.
who has produced a Florida Driver's License as identification and who
did take an oath.



Notary Public

Commission No.:

Commission Expires:

WALLACE J. D. WEYLIE
Notary Public, State of Florida
My Comm. Expires Apr. 24, 1998
No. CC 359755
Bonded Thru Official Notary Service

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Cantium Bloodstock Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, FL 33785

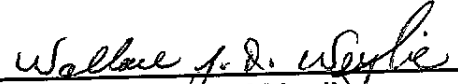
Signature: 

Title: *Incorporator*

Date: *OCTOBER 25/99*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature 
Wallace J.D. Weylie

Date *10/26/99*