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99 DEC -3 AM 7:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
LAURICE S. GRALLA
COUNSEL

December 1, 1999

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-12/03/99-01062-015

****122.50 *****78.75

Corporate Records Bureau
Department of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

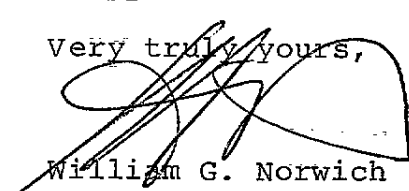
Re: Saddle Properties, Inc.

Dear Sir or Ms.:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return a certified copy to the undersigned.

Very truly yours,


William G. Norwich

Enclosures

WGN/kbd

R. CHESSER DEC 6 1999

ARTICLES OF INCORPORATION

OF

SADDLE PROPERTIES, INC.

FILED
99 DEC - 3 AM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby associate himself for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that he has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: SADDLE PROPERTIES, INC.

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

A. To engage in the lease of commercial and residential property, and any other lawful act or activity or business permitted under the laws of the United States and of the State of Florida.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of, real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and countries.

C. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, assign, sell, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the ownership, including the right to vote such stock.

ARTICLE III

This corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a One Dollar (\$1.00) par value.

ARTICLE V

The principal office of this corporation shall be and is located at 840 N. Atlantic Avenue #C204, Cocoa Beach, Florida, 32931. The mailing address for this corporation is 840 N. Atlantic Avenue #C204, Cocoa Beach, Florida, 32931. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors.

ARTICLE VI

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

MATTHEW T. BURKE
503 N. Orlando Avenue
Cocoa Beach, Florida 32931

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

The name and address of the person who is serving as director until the first annual meeting of shareholders or until his

successors are elected and shall qualify is:

ROBERT W. ALLEN
3220 Silver Springs #1
Louisville, Kentucky 40220

ARTICLE VIII

The subscriber to these Articles of Incorporation and his mailing addresses is:

ROBERT W. ALLEN
3220 Silver Springs #1
Louisville, Kentucky 40220

ARTICLE IX

This corporation is to exist perpetually.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1999.


ROBERT W. ALLEN

STATE OF KENTUCKY
COUNTY OF Jefferson

BEFORE ME, personally appeared ROBERT W. ALLEN who, being first duly sworn, is personally known to me, and whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes therein mentioned.

WITNESS my hand and seal at Louisville, Kentucky in the State and County aforesaid this 29th day of October, 1999.

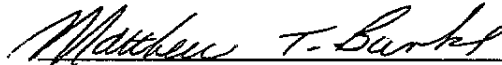

NOTARY PUBLIC, State of Kentucky

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

SADDLE PROPERTIES, INC. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Cocoa Beach, Florida, and has named MATTHEW T. BURKE as its agent to accept service of process within this State.

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MATTHEW T. BURKE

99 DEC -3 AM 7:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA