



CERTIFICATE OF INCORPORATION
OF

S & S TRAINING CENTER, INC.

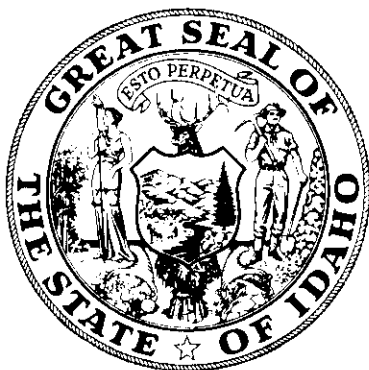
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

S & S TRAINING CENTER, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1983.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Miriam E. Artach*

ARTICLE OF INCORPORATION

1. NAME. The name of the Corporation is S & S Training Center, Inc.
2. DURATION. The period of duration is perpetual.
3. PURPOSE. The purpose or purposes for which this corporation is organized is to transact the business of selling and training horses and all other business not forbidden by law.
4. STOCK. The aggregate number of shares which the corporation shall have authority to issue is 25,000.00, all of one class, i.e. common, having a \$1.00 par value.
5. PRE-EMPTIVE RIGHTS DENIED. No holder of any shares of the corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.
6. REGULATORY PROVISIONS. Provisions for the regulation of the internal affairs of the corporation are: no sale of shares shall be made by any shareholder to any person who is not a shareholder of the corporation, except as follows:
 - A. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the corporation, he shall first submit to the shareholders of the corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefore.
 - B. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares shall be sold to the shareholders of the corporation in such proportionate amounts as their respective shareholdings bear to all of the shares held by the shareholders of the corporation.

C. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same and in the same proportion as above set forth.

D. No shares shall be sold to any person other than the shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

E. Notice in writing to the shareholders of the corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at such time, satisfactory evidence shall be furnished to the shareholders as to the price hereinabove set forth. The shareholders shall have thirty (30) days after the receipt of such notice within which to elect, in writing, to purchase such shares or to decline to do so.

7. REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 1375 York Drive, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is M. A. Shatilla.

8. DIRECTORS.

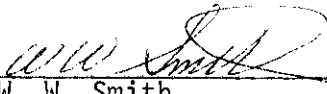
A. The business of the corporation shall be managed by its Board of Directors, each of whom shall be at least twenty-one years of age. The number of Directors constituting the entire Board shall not be less than three (3); and subject to such minimum may be increased or decreased from time to time by an amendment of the by-laws in a manner not prohibited by law. Until so changed, the number shall be three (3).

B. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
M. A. Shatilla	1375 York Drive, Blackfoot, Idaho 83221
Marion Shatilla	1375 York Drive, Blackfoot, Idaho 83221
W. W. Smith	985 South Shilling, Blackfoot, Idaho 83221

9. The incorporator is a person over the age of twenty-one years whose name and address is W. W. Smith of 985 South Shilling, Blackfoot, Idaho 83221.

DATED this 10th day of December, 1982.


W. W. Smith