

CERTIFICATE OF INCORPORATION
OF

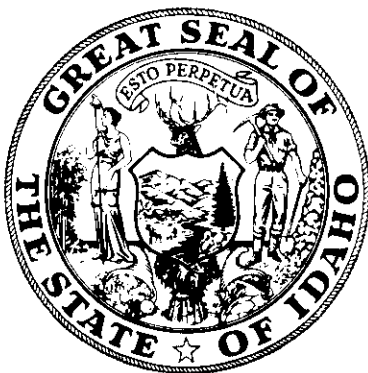
WINNERS' CIRCLE HORSE PRODUCTS, INC.

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 WINNERS' CIRCLE HORSE PRODUCTS, 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: **February 27, 1985**



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

WINNERS' CIRCLE HORSE PRODUCTS, INC.

REC'D

CLERK

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is WINNERS' CIRCLE HORSE PRODUCTS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of par value of one dollar (\$1.00) each.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1510 Ballantyne Lane, Eagle, Idaho 83616, and the name of the initial registered agent at such address is Larry D. Olson.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and

addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

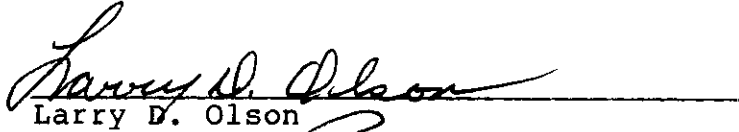
<u>NAME</u>	<u>ADDRESS</u>
Zay Robert Treasure	53 Rose Circle Meridian, Idaho 83642
Larry D. Olson	1510 Ballantyne Lane Eagle, Idaho 83616
Gregory E. Olson	1510 Ballantyne Lane Eagle, Idaho 83616

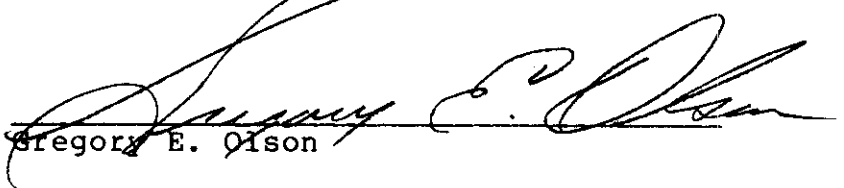
NINTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Zay Robert Treasure	53 Rose Circle Meridian, Idaho 83642
Larry D. Olson	1510 Ballantyne Lane Eagle, Idaho 83616
Gregory E. Olson	1510 Ballantyne Lane Eagle, Idaho 83616

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 27th day of February, 1985.


Zay Robert Treasure



Larry D. Olson


Gregory E. Olson

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of February, 1985, before me the undersigned, a Notary Public in and for said State, personally appeared Zay Robert Treasure, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

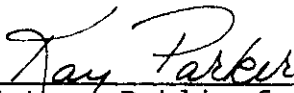
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of February, 1985, before me the undersigned, a Notary Public in and for said State, personally appeared Larry D. Olson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of the day and year in this certificate first above written.

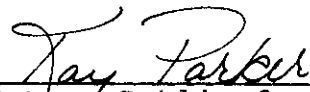


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of February, 1985, before me the undersigned, a Notary Public in and for said State, personally appeared Gregory E. Olson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho