

GHF 1000011401

Green, Holman, Frenia & Company, L.L.P.
A Professional Association of Certified Public Accountants

7/11

MJH

July 2, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Kimberlite Race Farm, LLC

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Acceptance of Appointment as Registered Agent for Kimberlite Race Farm, LLC.

Upon filing and acceptance, please indicate as such on the copies enclosed and return the stamped copies to:

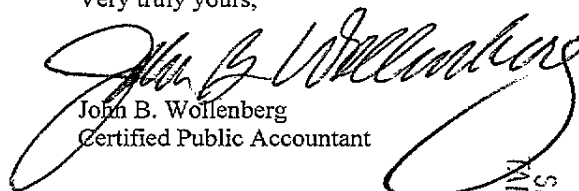
John B. Wollenberg, CPA
Green, Holman, Frenia & Company, LLP
900 Route 9
Woodbridge, NJ 07096

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-07/11/01--01031--001
****163.75 ****160.00

In addition, enclosed is a check for \$ 163.75, payable to Florida Secretary of State, covering the filing fee of \$ 125, certified copy of \$ 30, certified of status for \$ 5, and \$ 3.75 for miscellaneous (postage).

Thank you for your assistance.

Very truly yours,


John B. Wollenberg
Certified Public Accountant

mm
Enclosures

cc: C. Zappulla

FILED
01 JUL 11 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
KIMBERLITE RACE FARM, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE ONE

NAME

The name of the Limited Liability Company is Kimberlite Race Farm, LLC (the "Company").

ARTICLE TWO

DURATION

The period of duration of the Company is perpetual, or until the earliest dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is:

Kimberlite Race Farm, LLC
c/o Carmelo P. Zappula
2231 NE Highway 41
Williston, FL 32696

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the company is:

Carmelo P. Zappula
2231 NE Highway 41
Williston, FL 32696

ARTICLE FIVE

MANAGEMENT

The Company shall be managed by a manager to be elected in accordance with the Company's regulations. The name and address of the initial manager is:

Carmelo P. Zappula
2231 NE Highway 41
Williston, FL 32696

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TALLAHASSEE, FLORIDA

ARTICLE SIX
ADDITIONAL MEMBERS

The company shall commence as a single member LLC, with the right to admit additional members. The terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

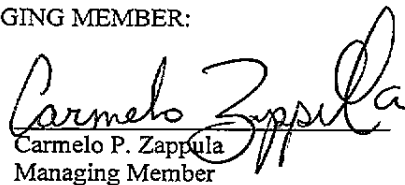
ARTICLE EIGHT
PURPOSE

The company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of June 20, 2001.

MANAGING MEMBER:

By:


Carmelo P. Zappala
Managing Member

6/25/2001

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Limited Liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept registered obligations of my position as registered agent as provided for in Chapter 608, F.S.

 6/25/2001
Carmelo P. Zappala