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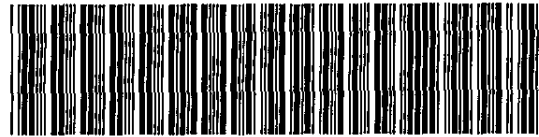
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05 FEB 21 PM 10:37  
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TALLAHASSEE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 215516 80420A

AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ \$125.00

**FILED**  
05 FEB 21 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 21, 2005

ORDER TIME : 9:48 AM

ORDER NO. : 215516-005

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, Esq.  
Peckar & Abramson

Suite 3050  
One Southeast Third Avenue  
Miami, FL 33131

~~155.00~~  
155.00

DOMESTIC FILING

NAME: AFFIRMED ENTERPRISES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Denise Mick - EXT. 2950

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION OF  
AFFIRMED ENTERPRISES, LLC**

**FILED**  
05 FEB 21 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles of Organization to form the Limited Liability Company hereinafter named, hereby certifies that:

**ARTICLE I—NAME:**

The name of the Limited Liability Company is: AFFIRMED ENTERPRISES, LLC.

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: Suite 3050, One S.E. Third Avenue, Miami, FL 33131.

**ARTICLE III — Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV — Management:**

The Limited Liability Company is to be managed by a manager and the name and address of the first manager who shall serve until its successor is elected is:

Mrs. Patrice J. Wolfson  
The Kenilworth  
10205 Collins Avenue, #509  
Bal Harbour, FL 33154

**ARTICLE V —Purpose; Powers:**

The Limited Liability Company is organized for the purpose of the conduct of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law, all within and without the United States of America. Without limiting the foregoing, the limited liability company is organized for the purpose of owning, operating, managing, leasing, selling,

This instrument prepared by:  
Donald S. Rosenberg  
Peckar & Abramson  
One Southeast Third Avenue  
Suite 3050, Miami, Florida 33131  
305-358-2600  
Florida Bar No.: 068388

repairing, replacing, constructing, improving and financing, on a secured and unsecured basis, real and personal property of every kind, nature and description, including general and limited partnership interests and membership interests in limited liability companies and for the purpose of acquiring licenses and rights to manufacture, produce and sell goods, wares and merchandise relating to the race horse, Affirmed, the last Triple Crown racing winner, including without limitation the establishment and operation of a website for such purpose, and to make and enter into contracts of every kind relating thereto.

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to conduct its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and the State of Florida.

#### **ARTICLE VI — Admission of Additional Members**

Additional members may be admitted to the Limited Liability Company only with the consent in writing of all members and such admission shall be upon such terms and conditions as shall be established in writing by said members.

#### **ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS ON TERMINATION OF MEMBER**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless the owners and holders of a majority, in dollar amount, of the capital accounts of the Limited Liability Company, excluding the capital account of the terminated member, consent either in writing or by vote at a meeting of the members to continue the business of the Limited Liability Company.

#### **ARTICLE VIII – EXECUTION OF INSTRUMENTS AND DOCUMENTS**

Any instrument or document with respect to the acquisition, mortgage or disposition of any property of the Limited Liability Company, including but not limited to deeds, notes, bonds, mortgages, leases, releases and contracts of every nature executed by the then Manager of the Limited Liability Company shall be valid and binding upon the Limited Liability Company.

#### **ARTICLE IX – REGULATIONS**

Regulations for the management and regulation of the affairs of the Limited Liability Company may only be adopted, amended and repealed by written instrument executed by all of the members, except as may be provided in the Regulations.

This instrument prepared by:  
Donald S. Rosenberg  
Peckar & Abramson  
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305-358-2600  
Florida Bar No.: 068388


**ARTICLE X – COMMENCEMENT OF EXISTENCE**

The commencement date of the existence of this Limited Liability Company shall be the date of subscription of these Articles Of Organization if such date is within five (5) business days prior to the date of filing of these Articles Of Organization in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

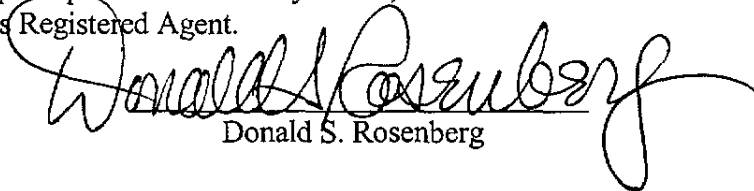
**ARTICLE XI – DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, Donald S. Rosenberg is hereby designated as Registered Agent of the Limited Liability Company and the street address of the registered office is designated as Suite 3050, One S.E. Third Avenue, Miami, FL 33131.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed in duplicate by the undersigned authorized representative of the member this 14<sup>th</sup> day of February, 2005. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Patrice J. Wolfson

Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company at the place above designated, 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 the obligations of my position as Registered Agent.

  
Donald S. Rosenberg