

Document Number **F96000005529**

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

10001985051--9
-10/24/96--01028--016
*****70.00 *****70.00

Stonerside Stable GP, Inc.

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- NonProfit
- Limited Liability Co.
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Stonorside Stable GP, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)
2. Texas
(State or country under the law of which it is incorporated)
3. 76-0428539
(FEI number, if applicable)
4. February 18, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "Perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 1600 Smith Street, Suite 4300, Houston, Texas 77002

(Current mailing address)

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8. Horse racing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System
[Signature]
(Registered agent's signature) (Officer)

K.S. HOOD, ASST. SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Paul M. Kundera*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VP-LFO
(Typed or printed name and capacity of person signing application)

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STONERSIDE STABLE GP, INC.

List of Officers

Robert C. McNair	Chairman
Donald R. Kendall, Jr.	Vice Chairman/Chief Executive Officer
M. Robert Dussler	President/Chief Operating Officer
D. Cal McNair	Vice president
R. Cary McNair, Jr.	Vice President
James M. Kendrigan	Vice President/Chief Financial Officer
Janice S. McNair	Vice President
James M. Kendrigan	Secretary/Treasurer
Mary Ann Miller	Assistant Secretary
Ruth Smith	Assistant Secretary
Helen Kinnamon	Assistant Secretary

Robert C. McNair

Sole Director

All officers and directors are located at 1600 Smith Street,
Suite 4300, Houston, TX 77002.

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The State of Texas

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IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

STONERSIDE STABLE GP, INC.
CHARTER NO. 1301517

were filed in this office and a certificate of incorporation was issued on
FEBRUARY 18, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 22, 1996.*



Antonio O. Garza, Jr.
Secretary of State

DAE