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INTERNATIONAL TAXATION

S. L. RICHARD BRUNTON, C.P.A.

CERTIFIED PUBLIC ACCOUNTANT

December 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madame:

Subject: Roger Attfield Racing Stable, Inc.
Authorization to Transact Business in Florida

Kindly find enclosed the Application by Foreign Corporation for
Authorization to Transact Business in Florida and Certificate of Status. A
check for \$70 is also enclosed to cover the filing fees.

We would be grateful if you would acknowledge receipt of this application.

Yours truly,

BRUNTON REGISTERED AGENTS INC.

R Brunton / SLRB

S. L. Richard Brunton

SLRB/dg

Encl.

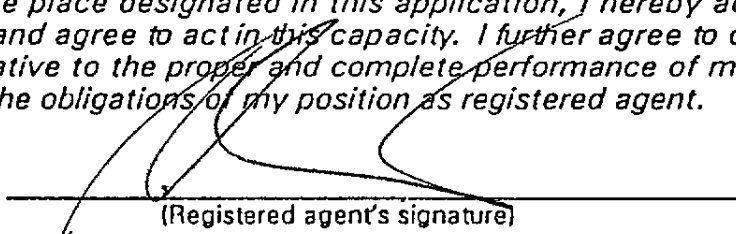
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DIVISION OF CORPORATIONS
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*****70.00 *****70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. ROGER ATTFIELD RACING STABLE, 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. CANADA
(State or country under the law of which it is incorporated)
3. 98-0150724
(FEI number, if applicable)
4. 11/1/91
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. BOX 906, 16th CONCESSION
NOBLETON ON CANADA LOG 1N0
(Current mailing address)
8. PROPERTY OWNERSHIP
(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: BRUNTON REGISTERED AGENTS INC.
Office Address: 4710 NW BOCA RATON BLVD., #101
BOCA RATON, Florida, 33431
(Zip Code)
10. Registered agent's 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 obligations of my position as registered agent.

(Registered agent's signature)
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.

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

A. DIRECTORS

Chairman: ✓ _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ✓ Roger Attfield

Address: 550 N. Carolina Dr.

Stuart, FL 34994

Vice President: _____

Address: _____

Secretary: Treasurer: Tracy Attfield

Address: same as above

Treasurer: _____

Address: _____

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

13. ✓

Tracy L. Attfield

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ✓

Secr./Treas. Tracy L. Attfield

(Typed or printed name and capacity of person signing application)

Request ID: 001304715

Demande n°:

Transaction ID: 8451841

Transaction n°:

Category ID: CT

Catégorie:

Province of Ontario

Province de l'Ontario

Ministry of Consumer and Commercial Relations

Ministère de la Consommation et du Commerce

Companies Branch

Direction des compagnies

Date Report Produced: 1997/12/01

Document produit le:

Time Report Produced: 15:57:51

Imprimé à:

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

ROGER ATTFIELD RACING STABLE INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000962607

is a corporation incorporated,
amalgamated or continued under
the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

NOVEMBER 01 NOVEMBRE, 1991

and has not been dissolved.

et n'a pas été dissoute.

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Dated

Fait le

DECEMBER 01 DÉCEMBRE, 1997



Director
Directrice