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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

00 APR - 4 PM 14:00

LIMITED LIABILITY COMPANY

JOHN FULTON BLOODSTOCK, LLC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

00 APR - 4 PM 14:00

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is JOHN FULTON BLOODSTOCK, LLC.

ARTICLE II - ADDRESS

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

700 Navarre Avenue
Coral Gables, Florida 33134

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be until April 1, 2050.

ARTICLE IV- MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

John Fulton
700 Navarre Avenue
Coral Gables, Florida 33134

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall by unanimous consent of the members.

ARTICLE VI- MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 in the limited liability company shall by unanimous consent of all the members.

Prepared by:
Harleston R Wood, Esq.
1000 Brickell Avenue, Suite 300
Miami, Florida 33131
Fl. Bar. No. 291757

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CONFIDENTIAL
P11 4:00



Signature of member authorized or representative of a member.

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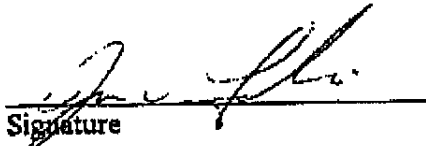
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is JOHN FULTON BLOODSTOCK, LLC.
2. The name and address of the registered agent and office is:

John Fulton
700 Navarre Avenue
Coral Gables, Florida 33134

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 the obligations of my position as registered agent.


Signature

3/27/00
Date

00 APR -1, PM 4:00

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