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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Babe Equine Services, L.L.C.

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ARTICLES OF ORGANIZATION
OF
BABE EQUINE SERVICES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be BABE EQUINE SERVICES, L.L.C. ("Company"). The principal office and mailing address of the Company in Florida shall be 510 S.E. Hwy 484, Ocala, Florida 34480.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct the business to purchase racing prospects and active racehorses. The intent of the Partnership is to resell all or part of the horses when they achieve optimum value during their racing careers and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Barry Berkelhammer, 510 S.E. Hwy 484, Ocala, Florida 34480.

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**ARTICLE V
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>	<u>%</u>	<u>Membership Units</u>
Barry Berkelhammer	\$100.00	100%	100

**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company as such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS
(TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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ARTICLE IX
MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

NAMEAND ADDRESS

Barry Berkelhammer

510 S.E. Hwy 484, Ocala, Florida 34480

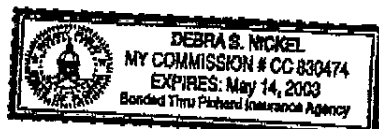
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 4th day of December, 2000.



BARRY BERKELHAMMER

STATE OF FLORIDA
COUNTY OF MARION

Before me, personally appeared, **BARRY BERKELHAMMER**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal this 4th day of December, 2000




Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above-stated limited liability company at the place designated in this statement, 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 obligation of my position as registered agent.

Dated, this 4th day of December, 2000.


BARRY BERKELHAMMER

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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 and address of the limited liability company is BABE EQUINE SERVICES, L.L.C., 510 S.E. Hwy 484, Ocala, Florida 34480.

2. The name and address of the registered agent and office is: Barry Berkelhammer, 510 S.E. Hwy 484, Ocala, Florida 34480.

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.


Barry Berkelhammer

December 4, 2000

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