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KAUFMAN, CHAIKEN, MILLER & KLORFEIN

A PROFESSIONAL CORPORATION
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STEPHEN R. KLORFEIN

July 9, 2001

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

7/11

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-07/11/01--01054--010
****125.00 ****125.00

RE: Starlight Stables I, LLC
Our File No. 5602-002

MJH

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Organization for the referenced limited liability company, together with a Certificate of Designation of Registered Agent/Registered Office and our firm check in the amount of \$125.00 for the filing fee. Please enter this information into your data base and return the Certificate of Organization to me once you have completed this process.

If you have any questions or concerns, please feel free to contact me.

Very truly yours,

KAUFMAN, CHAIKEN, MILLER & KLORFEIN

SRK

Stephen R. Klorfein
For the Firm

SRK/fd
Enclosures
cc: Jack Wolf

01 JUL 11 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION

OF

STARLIGHT STABLES I, LLC

I.

NAME

The name of the Limited Liability Company is Starlight Stables I, LLC (hereinafter the "Company").

II.

PURPOSE

The purpose of the Company shall be to purchase and hold race horses. The intent of the Company is to resell the horses at their optimum value for racing during their lifetime.

III.

MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The management of the Company is vested in Jack Wolf of Nakomis, Florida.

IV.

NAME AND ADDRESS OF ORGANIZER

The name and address of the organizer is Jack Wolf, 1759 Bayshore Road, Nakomis, Florida 34275.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

V.

INITIAL REGISTERED OFFICE

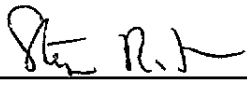
The name and the Florida street address of the registered agent are: Jack Wolf, 1759 Bayshore Road, Nakomis, Florida 34275.

VI.

MAILING ADDRESS

The mailing address of the initial principal office of the Company is 1759 Bayshore Road, Nakomis, Florida 34275.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 2 day of July, 2001.



Stephen R. Klorfein
Attorney for the Organizer

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Starlight Stables I, LLC

1. The name and the Florida street address of the registered agent and office are:

Jack Wolf

(Name)

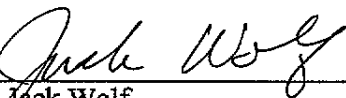
1759 Bayshore Road.

(Florida street address - P.O. Box NOT acceptable)

Nakomis, Florida 34275

(City, State, Zip)

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 as provided for in Chapter 608, F.S.



Jack Wolf