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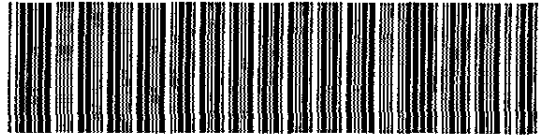
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TALLAHASSEE, FLORIDA

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RICHARD W. SACCO

January 11, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: RWS Bloodstock, LLC.

Dear Sir/Madam:

Enclosed herewith, you will find Articles of Organization for the above mentioned entity, as well as, \$100 filing fee for the Articles of Organization, \$25.00 for Designation of Registered Agent, and \$30.00 for a Certified Copy, for a total amount of \$155.00.

Please return the Certified Copy stamped "filed", and all correspondence concerning this matter to the following:

Richard W. Sacco
RWS Bloodstock, LLC.
3240 SW 34 Street, #1212
Ocala, FL 34474

For further information concerning this matter, please call me at (352) 266-0268.

Very Truly Yours,

Richard W. Sacco

Richard W. Sacco

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Enc.

ARTICLES OF ORGANIZATION
FOR
RWS BLOODSTOCK, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, hereby executes these Articles of Organization for the purpose of forming a Florida Limited Liability Company, under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, and hereby makes, acknowledges and files the following Articles of Organization ("Articles") providing for the formation, liabilities, rights, and privileges, of a Florida Limited Liability Company.

ARTICLE I
Name

The name of the Limited Liability Company shall be:

RWS Bloodstock, LLC

ARTICLE II
Addresses

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

3240 SW 34 Street, #1212, Ocala, FL 34474

The principal place of business of this Limited Liability Company shall be:

3240 SW 34 Street, #1212, Ocala, FL 34474

However, the Limited Liability Company may have such other places of business, both within and without the State of Florida and in foreign counties, as may be necessary and convenient.

ARTICLE III
Management

The limited Liability Company is to be managed by one manager and is therefore a "Manager - Managed Company."

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ARTICLES OF ORGANIZATION – RWS BLOODSTOCK, LLC

**ARTICLE IV
Liability of Member and Managers**

Neither the members of this limited liability company nor the managers of this limited liability company, whether managed by a manager or managing member, are liable, solely by reason of being a member or serving as a manager or managing member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company.

**ARTICLE V
Nature of Business**

The general nature of the business or businesses to be transacted by the Limited Liability Company is as follows:

The transaction of any or all lawful business of a Limited Liability Company created under Florida Statutes § 608 et. seq.

**ARTICLE VI
Indemnification of Managers and Managing Members**

The limited liability company may, and shall have the power to, but shall not be required to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. Notwithstanding, indemnification or advancement of expenses shall not be made to or on behalf of any manager, managing member, officer employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

A violation of criminal law, unless the manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

A transaction from which the manager, managing member, officer, employee, or agent derived an improper personal benefit.

In the case of a manager or managing member, a circumstance under which the provisions of § 608.426 are applicable.

Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure judgment in its favor or in a proceeding by or in the right of a member.

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ARTICLES OF ORGANIZATION – RWS BLOODSTOCK, LLC

**ARTICLE VII
Existence**

This Limited Liability Company shall exist perpetually.

**ARTICLE VIII
Additional Capital Contributions**

Each member shall be required to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

**ARTICLE IX
Profits and Losses**

Profits and losses shall be allocated to the members, in proportion to their capital contributions unless an alternative basis is unanimously agreed upon by all the members.

**ARTICLE X
Members and Restrictions on Membership**

The following shall constitute the initial member of the Company:

Richard W. Sacco, 3240 SW 34 Street, #1212, Ocala, FL 34474

No additional members shall be admitted to the Company except with the written consent of the manager of the Company and upon such terms and conditions as shall be determined by said manager. Contributions required of new members shall also be determined by said manager as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, but the transferee shall not become a member, except with the written consent of the manager of the Company and upon such terms and conditions as shall be determined by said manager. Furthermore, the proposed member shall have no right to participate in the management of the business affairs and affairs of the Company without the written approval of the manager.

**ARTICLE XI
Management**

The company shall be manager-managed. The members may adopt and approve an Operating Agreement which may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. Except for the actions listed below, the management of the Company shall be determined by a vote of the majority in interest of the members then eligible to vote. For the following actions, the Company may act only upon the unanimous vote of all the members then eligible to vote: (i) to sell, transfer, mortgage exchange, dispose of, or abandon, in any single transaction or series of transactions, Company properties or assets having a value in excess of 20% of the aggregate value of all Company properties

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ARTICLES OF ORGANIZATION – RWS BLOODSTOCK, LLC

and assets; (ii) to merge the Company with or into, or consolidate the Company with, any other limited liability company, or any corporation, partnership, or other entity; (iii) to do any fact which would make it impossible to carry on the ordinary business of the Company; (iv) to confess a judgment against the Company; or (v) to possess Company property or assign rights in Company property for other than a Company purpose.

The name and address of the sole manager of the Company, who shall serve until the first annual meeting of the members or until his successor is duly qualified and elected, is Richard W. Sacco, 3240 SW 34 Street, #1212, Ocala, FL 34474.

ARTICLE XII

Registered Agent, Registered Office, & Registered Agent's Signature

The name and street address of the registered agent and the office of said agent of the Company is:

Richard W. Sacco
3240 SW 34 Street, #1212, Ocala, FL 34474

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, Florida Statutes.

By: Richard W. Sacco
Richard W. Sacco, Registered Agent

In accordance with § 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Richard W. Sacco
Richard W. Sacco
Signature of Manager

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