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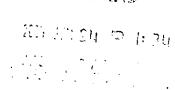
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June 15, 2004

MCO THOROUGHBREDS, LLC 5415 W SLIGH AVE, SUITE 107 TAMPA, FL 336334

Registration Section Division of Corporations P O Box 6327 Tallahassee, FL 32314



RE: Articles of Organization - MCO THOROUGHBREDS, LLC

Please find attached the Articles of Organization for MCO THOROUGHBREDS. II C Our registered agent name and address are: Donald Manuchia, 5414 W Sligh Ave, Suite 107, Tampa, FL 33634

Attached is a check in the amount of \$160.00 for filing fees.

Sincerely,

Donald Manuchia Manager

ARTICLES OF ORGANIZATION OF MCO THOROUGHBREDS, LLC

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

ARTICLE I – NAME

The name of the limited liability company shall be MCO THOROUGHBREDS, LLCC

ARTICLE II – ADDRESS

The mailing address of the principal office of the company shall be 5415 W SLIGH AVE, SUITE 107, TAMPA FL 33634

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles.

ARTICLE IV - REGISTERED OFFICE AGENT

The name and street address of the registered agent of the company in the State of Florida is Donald Manuchia, 5415 W Sligh Ave, Suite 107, Tampa, FL 33634

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash or property as unanimously agreed to by all members.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members of the company and on such terms and conditions as determined by all members. A member shall transfer his or her interest in the company as set forth in the regulations of the company, but the 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

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE XI - MANAGEMENT

The company shall be managed by a manager in accordance with the 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 names and addresses of the initial managers of the company are: DONALD MANUCHIA, 5415 W SLIGH AVE, SUITE 107, TAMPA FL 33634 AND DOUG LAS MANUCHIA, 5415 W SLIGH AVE, SUITE 107, TAMPA, FL 33634

OR

The company shall be managed by the members 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 names and address of the members of the company are

NAME	ADDRESS
DONALD MANUCHIA	5415 W SLIGH AVE, SUITE 107 TAMPA FL 33634
DOUGALAS MANUCHIA	5415 W SLIGH AVE, SUITE 107 TAMPA FL 33634

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed. these articles of organization at Tampa, Florida, on this _15th. Day of JUNE, 2004.

Organizer Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of MCO THOROUGHBREDS, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Donald Manuchia Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MUP 1: 34 THOROUGHBREDS, LLC deposes and says:

- 1. The above named liability company has at least two members.
- 2. The total amount of cash contributed by the member(s) is \$10,000,00
- 3. The total amount of cash or property anticipated to be contributed by member(s) is \$10.000.00. This total includes amounts from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated this 15TH DAY OF JUNE 2004.

Name

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Applicant

Sworn to (or affirmed) and subscribed before me this / day of JUNE 2004, by

(name of person making)

Notary Public - State of Florida

Lawrence D Sekajipo
My Commission DD306962
Expires April 05, 2008

Print, Type, or Stamp Commissioned Name of Notary Public

Personally Known

OR Produced Identification

Type of Identification Produced

(SEAL)