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Horse Palace, LLC

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Fictitious Owner Search _____

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**ARTICLES OF ORGANIZATION
OF
HORSE PALACE, A LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this company is HORSE PALACE, L.L.C. and its principal place of business shall be located at 18682 Crosswind Avenue, North Fort Myers, Florida 33917.

ARTICLE II - DURATION

This company shall have perpetual existence commencing on the date of this filing of these Articles of Organization with the Department of State.

ARTICLE III - PURPOSE

This company is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - COMPANY UNITS

This company is authorized to issue one million (1,000,000) units of common units which shall be designated as "Common Units," and shall have one (1) vote per unit, and five hundred thousand (500,000) units of preferred units which shall be designated "Preferred Units." Voting rights for Preferred Units shall be designated in the Operational Agreement.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every unitholder, upon the sale for cash of any new units of this company shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional units) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 18682 Crosswind Avenue, North Fort Myers, Florida 33917, and the name of the initial registered agent of this company at that address is Glenn Novack.

ARTICLE VII - MANAGERS

Initially, this company shall have one (1) Manager who shall serve until successors shall be elected / appointed at the first meeting of the unitholders and thereafter this company shall have no less than one (1) Manager. The number of Managers may be either increased or decreased from

time to time by the Operational Agreement. The names and addresses of the initial Managers are as follows:

Name

Address

Glenn Novack

18682 Crosswind Avenue
North Fort Myers, FL 33917

ARTICLE VIII - INDEMNIFICATION

The company shall indemnify any Manager, or any former Manager, to the full extent permitted by law. No Manager shall be personally liable for monetary damages to the company or any other person for any statement, vote, decision, or failure to act, regarding company management or policy, unless that Manager breached or failed to perform his duties as a Manager as provided by Florida Statutes.

ARTICLE IX - AMENDMENT

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the unitholders is subject to this reservation. Articles may be amended at any time by a majority vote of the unitholders.

IN WITNESS WHEREOF, the undersigned manager has executed these Articles of Organization on the date of signing.

Dated: JUNE 2, 2005

By 

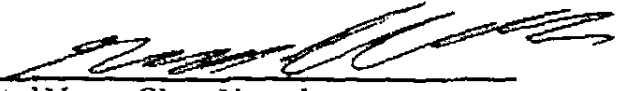
Printed Name: Glenn Novack
Manager

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted:

First, that HORSE PALACE, L.L.C. desiring to organize or qualify under the laws of the State of Florida, has named Glenn Novack, located at 18682 Crosswind Avenue, North Fort Myers, Florida 33917, as its agent to accept service of process within Florida.

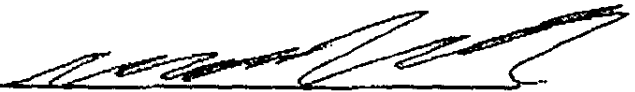
Dated: JUNE 2, 2005

By 
Printed Name: Glenn Novack
Manager

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated company, at the place designated in this certificate, I hereby 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.

Dated: JUNE 2, 2005

By 
Printed Name: Glenn Novack
Registered Agent