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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

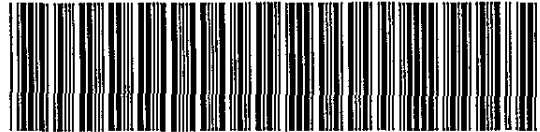
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TALLAHASSEE, FLORIDA

J. BRYAN MAR - 1 2006

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ATTORNEY AT LAW
philpott@abanet.org
P. O. Box 54350
LEXINGTON, KENTUCKY 40555-4350
TELEPHONE 859 - 268 - 8804
FAX 859 - 268 - 8913

February 20, 2006

Dear Registration Section:

Re: Westwood Thoroughbreds LLC

The enclosed Certificate of Merger and fees are submitted for filing.

Please return all correspondence concerning this matter to:

James A. Philpott, Jr., Attorney at Law
PO Box 54350
Lexington, KY 40555-4350

Telephone: 859-268-8804

Certified copy is requested.

If you need any additional information, please let me know.

Sincerely,

James A. Philpott, Jr.

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Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Westwood Thoroughbreds, LLC	Florida	LLC
Westwood Thoroughbreds, LLC	Kentucky	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Westwood Thoroughbreds, LLC	Florida	LLC #L050001176

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

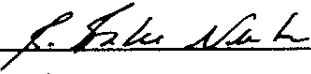
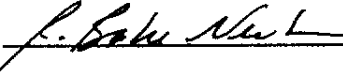
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Westwood Thoroughbreds, LLC		R. Bates Newton
Westwood Thoroughbreds, LLC (KY)		R. Bates Newton

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Westwood Thoroughbreds, LLC	Florida	LLC
Westwood Thoroughbreds, LLC	Kentucky	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Westwood Thoroughbreds, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

All and singular the rights, privileges, powers and franchises, as well of a public as of a private nature, and all the property, real, personal, and mixed of each of the constituent business entities and all debts due to either of them on whatever account, including subscriptions to shares and all other things in action, or belonging to either of them, shall be taken and deemed to be transferred to, and shall be vested in, Westwood Thoroughbreds, LLC, a Florida limited liability company ("FLLC") without further act or deed; and all property, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the FLLC as they were of the constituent business entities, and the title to any real estate whether vested by deed or otherwise in either of the constituent business entities, shall not revert or be in any way impaired by reason of the merger; but FLLC shall thenceforth be liable for all debts, liabilities, obligations duties and penalties of each of the constituent business entities, and all said debts, liabilities, obligations, duties, and penalties shall thenceforth attach to FLLC and may be enforced against it to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No obligation or liability due or to become due at the Effective Time of the Merger, or any claim or demand for any cause then existing against either of the constituent business entities shall be released or impaired by the merger, and all right of creditors and all liens upon property of either of the constituent business entities shall be preserved unimpaired.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interests in Westwood Thoroughbreds, LLC, a limited liability company organized and existing under the laws of the Commonwealth of Kentucky are being converted into membership interests in Westwood Thoroughbreds, LLC, a limited liability company organized and existing under the laws of the State of Florida based upon the capital contributions per interest.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire interests, shares, obligations or other securities of Westwood Thoroughbreds, LLC, a limited liability company organized and existing under the laws of the Commonwealth of Kentucky or interests, shares, obligations or other securities of Westwood Thoroughbreds, LLC, a limited liability company organized and existing under the laws of the State of Florida.

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The surviving business entity:

1. agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of Westwood Thoroughbreds, LLC, a Kentucky limited liability company, the constituent business entity party to the merger that was organized under the laws of the Commonwealth of Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the merger; and

2. appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding and specifies that the address to which a copy of the process shall be mailed to the surviving business entity is 757 S.E. 17th Street, #219, Ft. Lauderdale, Florida 33316.

SIXTH: Other provisions, if any, relating to the merger are as follows:

The Operating Agreement of Westwood Thoroughbreds, LLC, a limited liability company organized and existing under the laws of the State of Florida shall be the operating agreement of the surviving business entity.