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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Babcock Florida Quarter Horses, LLC

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ARTICLES OF ORGANIZATION

OF

BABCOCK FLORIDA QUARTER HORSES, LLC

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Pursuant to Section 608.407, Florida Statutes, the undersigned hereby files these Articles of Organization as follows:


ARTICLE I - NAME

The name of the Limited Liability Company is BABCOCK FLORIDA QUARTER HORSES, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 155 Ocean Lane Drive, Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 16th day of May, 2006.


K. Lawrence Gragg
Authorized Representative

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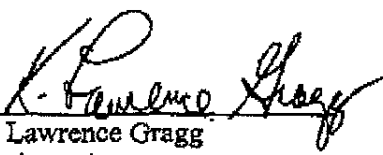
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

BABCOCK FLORIDA QUARTER HORSES, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg located at said address as its initial Registered Agent.

By: 
K. Lawrence Gragg
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
K. Lawrence Gragg
Registered Agent

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