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**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Saratoga Stables VIII Flex LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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M. THOMAS

JUL 22 2008

7/21/2008

EXAMINER

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Saratoga Stables VIII Flex LLC

ARTICLE II - Address:

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

Principal Office Address:

c/o Eddie Woods, 14870 WEST HIGHWAY 40
OCALA, FL 34481

Mailing Address:

c/o Eddie Woods, 14870 WEST HIGHWAY 40
OCALA, FL 34481

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

EDDIE WOODS

Name

14870 WEST HIGHWAY 40

Florida street address (P.O. Box **NOT** acceptable)

OCALA, FL 34481

City, State, and Zip

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, F.S.

X Eddie Woods

Registered Agent's Signature

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(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

MCMAHON BLOODSTOCK INC.

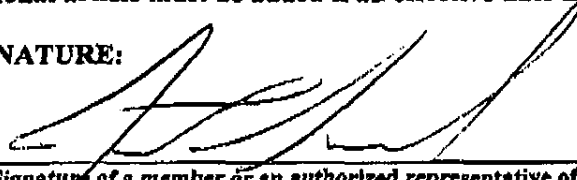
c/o Michael McMahon, 3144 PISGAH PIKE

VERSAILLES, KY 40383

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 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.)

JUSTIN T. REED, Organizer

Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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