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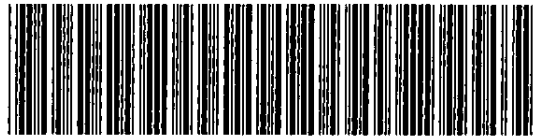
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

DEC 11 2008

EXAMINER

BRASHEAR, MARSH, KURDZIEL & McCARTY PL

C o u n s e l o r s A t L a w

926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
FACSIMILE: 352/336-0505
NFLALAW.COM

BRUCE BRASHEAR, JD
LARRY D. MARSH, JD, LL.M.*
REBEKAH M. KURDZIEL, JD, LL.M.
JAMES H. "MAC" McCARTY, JR., JD, MBA

* Florida Bar Board Certified Tax Lawyer

December 8, 2008

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

RE: Grace Farm's Thoroughbreds, LLC

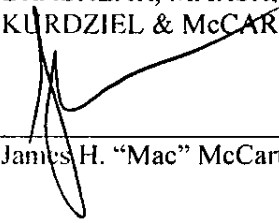
Dear Sir or Madam:

Enclosed please find:

1. Original and one (1) copy of Articles of Organization for Grace Farm's Thoroughbreds, LLC
2. Firm check for \$160.00 for filing fee, Certificate of Status, and Certified Copy
3. Self-addressed, stamped envelope for the return of a certified copy

Please call me if you have any questions.

Sincerely,
BRASHEAR, MARSH,
KURDZIEL & McCARTY, PL


James H. "Mac" McCarty, Jr.

JHM/sj

Enclosures

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**ARTICLES OF ORGANIZATION
OF
GRACE FARM'S THOROUGHBREDS, LLC**

**ARTICLE I
NAME OF THE COMPANY**

The name of the limited liability company is Grace Farm's Thoroughbreds, LLC (referred to as the "Company").

**ARTICLE II
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS; REGISTERED AGENT AND
REGISTERED AGENT ADDRESS**

The Company's principal office address and mailing address are as follows: 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082. The name and address of the Company's initial registered agent in the State of Florida are as follows: Richard Willich, 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
MANAGEMENT OF THE COMPANY**

The Company will be managed by one (1) or more managers in accordance with the Company's regulations, and is, therefore, a member-managed limited liability company. The name and business address of the initial manager is as follows:

Name

Address

Richard Willich

822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082

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In witness whereof, the following Authorized Representative for the Company has executed these Articles of Organization on this 4 day of December, 2008.


BY: RICHARD WILlich
TITLE: AUTHORIZED REPRESENTATIVE


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Grace Farm's Thoroughbreds, LLC
2. The name and address of the registered agent and office is:

Richard Willich
822 Highway A1A North, Suite 310
Ponte Vedra Beach, Florida 32082

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.



BY: RICHARD WILLICH
TITLE: REGISTERED AGENT
DATE: 12/4/08

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