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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan OCT 16 2012

Matthew A. Vuskovich
4622 West Lamb Avenue, Tampa, Florida 33629

October 11, 2012

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for Matalona Thoroughbreds LLC

Dear Sir or Madam:

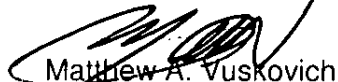
Enclosed are the following documents in connection with the referenced limited liability company:

1. the original Articles of Organization ("Articles") for filing with your office;
2. a copy of the Articles for certification, which should be returned to me at the address reflected on this letterhead; and
3. a check made payable to the Secretary of State in the amount of \$155.00, for the following items:

Filing Fee	\$ 100.00
Resident Agent Fee	25.00
Certified Copy	<u>30.00</u>
Total	\$ 155.00

I would appreciate your forwarding the certified copy to me at your earliest convenience.

Sincerely yours,


Matthew A. Vuskovich

Enclosures
V6793008

ARTICLES OF ORGANIZATION OF MATALONA THOROUGHBREDS LLC

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The undersigned subscriber to these Articles of organization ("Articles"), being a natural person and competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. - NAME. Matalona Thoroughbreds LLC is the name of this Organization (hereinafter referred to as the "Company").

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ARTICLE II. - PRINCIPAL OFFICE. The principal office of the Company is 4622 West Lamb Avenue, Tampa, Florida 33629.

ARTICLE III. - DURATION. The Company's existence commenced upon the filing of these Articles with the Florida Department of State, and the Company will exist perpetually, unless terminated in accordance with law.

ARTICLE IV. - PURPOSE. The purpose for which the Company is being formed is to raise, buy, sell, trade, breed, race, transport, and to engage in owning, claiming (i.e., buying a race horse out of a claiming race), leasing and training thoroughbred horses registered with The Jockey Club in Lexington, KY.

ARTICLE V. - CAPITAL. Contributions to the capital of the Company shall be made by the member or members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VI. - INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE. The street address of the initial registered office of this company is 4622 West Lamb Avenue, Tampa, Florida 33629, and Matthew A. Vuskovich, is the name of the initial registered agent of this Company at that address. The undersigned Registered Agent, by executing these Articles, states that such Registered Agent is familiar with and accepts the duties and responsibilities of Registered Agent for Matalona Thoroughbreds LLC.

ARTICLE VII. - MANAGEMENT. The Company shall be a manager-managed company. The managers of Matalona Thoroughbreds LLC shall operate as a board of managers that shall be referred to as the Board of Directors. A member of the Board of Directors will retain such position until removed and replaced by the Members of the Company as provided in the Operating Agreement of the Company. The Board of Directors will have the obligations and responsibilities described in the Operating Agreement of the Company. Matthew A. Vuskovich shall be the initial member of the Board of Directors.

ARTICLE VIII. - MEMBER/MANAGER. The name and address of the person signing these Articles is: Matthew A. Vuskovich, 4622 West Lamb Avenue, Tampa, Florida 33629.

The undersigned Member/Manager has executed these Articles in the State of Florida, this 11 day of OCTOBER, 2012


Matthew A. Vuskovich
Member/Manager/Registered Agent