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ANDREW T. LAVIN
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AUGUST C. PAOLI
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* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
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July 18, 1997

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****285.00 ****285.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: THE INTERNATIONAL THOROUGHBRED NETWORK, LLC

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-named limited liability company and a check in the amount of \$285.00 made payable to the Secretary of State. The check represents:

\$250.00	Filing Fee
<u>35.00</u>	Registered Agent Designation
\$285.00	TOTAL

I would appreciate your taking the steps necessary to have this limited liability company filed in the State of Florida and returning a true copy of the Articles of Organization to the undersigned in the envelope provided.

Sincerely yours,


Samuel A. Lewis

SAL/lh
Enclosures
transfer\limited

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE INTERNATIONAL THOROUGHBRED NETWORK, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

SECTION 1. NAME

The name of this Limited Liability Company is THE INTERNATIONAL THOROUGHBRED NETWORK, LLC (the "Company").

SECTION 2. DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of (i) any of the events specified in § 608.441, Fla.Stat. (1995) as may be amended from time to time unless continued by the unanimous consent of all the remaining members or (ii) July 18, 2027.

SECTION 3. PRINCIPAL PLACE OF BUSINESS

The address of the Company's principal place of business is 9620 SW 16th Court, Pembroke Pines, Florida 33025. The Company's mailing address is 9620 SW 16th Court, Pembroke Pines, Florida 33025.

SECTION 4. REGISTERED AGENT AND OFFICE

The name of the Company's registered agent, whose Consent to Appointment as Registered Agent is included with these articles, is Vicki L. Samuels. The registered agent's address is 9620 SW 16th Court, Pembroke Pines, Florida 33025.

SECTION 5. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Operating Regulations of the Company.

SECTION 6. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

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TALLAHASSEE, FLORIDA

SECTION 7. MANAGEMENT

The Company shall initially be managed by the following two Managers, who shall serve as Managers until the first annual meeting of the members or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Jeff Parrott	480 West Madison Street, Monticello, FL 32344
Vicki L. Samuels	9620 SW 16 th Court, Pembroke Pines, FL 33025

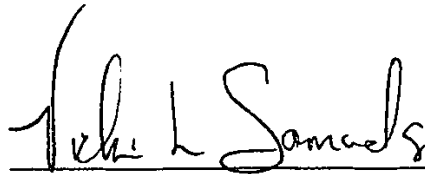
SECTION 8. REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

SECTION 9. COMPANY COMMENCEMENT DATE

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executes these Articles of Organization effective as of this 18th day of July, 1997.


VICKI L. SAMUELS, ORGANIZER

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TALLAHASSEE, FLORIDA

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

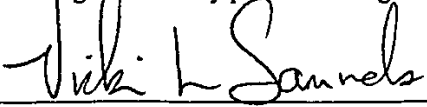
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **THE INTERNATIONAL THOROUGHbred NETWORK, LLC.**

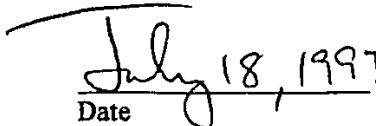
2. The name and address of the registered agent and office is:

Vicki L. Samuels
9620 SW 16th Court
Pembroke Pines, Florida 33025

Having been named as registered agent and to accept service of process for the above stated corporation 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Vicki L. Samuels


Date

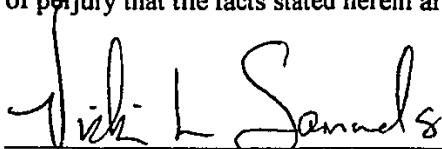
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
THE INTERNATIONAL THOROUGHBRED NETWORK, LLC**

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The undersigned member or authorized representative of a member of THE INTERNATIONAL THOROUGHBRED NETWORK, LLC, deposes and states:

1. The above-named limited liability company has at least two members;
2. The total amount of cash contributed by the member(s) is \$500.00; and
3. The total amount of cash or property anticipated to be contributed by member(s) is \$500.00. This total includes amounts from paragraph 2 above.

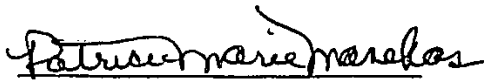
In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


VICKI L. SAMUELS, ORGANIZER

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of July, 1997, by VICKI L. SAMUELS, who is personally known to me or who has produced a Florida Driver's License as identification and did take an oath.

My Commission Expires:


Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA