

L98000002367



ACCOUNT NO. : 072100000032

REFERENCE : 003592 7116511

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia P. [Signature]

ORDER DATE : October 21, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 003592-005

CUSTOMER NO: 7116511

CUSTOMER: B. Paul Katz, Esq
B. PAUL KATZ, ESQ
B. PAUL KATZ, ESQ
Atrium Suite
1 Florida Park Drive South
Palm Coast, FL 32137

600002669186--9

DOMESTIC FILING

NAME: POWERS EQUINE SALES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

W98-23956

Name	<i>mt</i>
Availability	<i>mt</i>
Document	<i>mt</i>
Examiner	<i>mt</i>
Updater	<i>mt</i>
Updater	<i>mt</i>
Verifier	<i>mt</i>
Acknowledgement	<i>mt</i>
P. Verifier	<i>mt</i>

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

CSC CORPORATION COMPANY

SUBJECT: POWERS EQUINE SALES, L.C.
Ref. Number: W98000023956

RESUBMIT

Please give original
submission date as file date.

We have received your document for POWERS EQUINE SALES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00052000

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ARTICLES OF ORGANIZATION
FOR
POWERS EQUINE SALES, L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be POWERS EQUINE SALES, L.C.

ARTICLE II - DURATION\CONTINUATION

The period of this company's duration shall continue until terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The mailing address is 1201 West Highway 316 Citra, Florida 32113. The street address is 1201 West Highway 316 Citra, Florida 32113.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: B. PAUL KATZ, ESQ., Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VI - MANAGEMENT

The business of the Company shall be managed by the members, with each member having a vote the weight of which is equal to that member's share in the profits and losses of the Company. Any corporate member may appoint a proxy to vote its shares. The names and addresses of the initial members are:

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<u>Name</u>	<u>Address</u>
Power Training and Management, Inc.	1201 West Highway 316 Citra, Florida 32113
Leprechaun Racing Management, Inc.	3705 N.W. 130 th Avenue Ocala, Florida 34482
Dan Morgan	1603 S. Bumby Avenue Orlando, Florida 32806
B. Paul Katz	Atrium Suite 1 Florida Park Drive South Palm Coast, Florida 32137

ARTICLE VII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE VIII - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

ARTICLE IX - INFORMAL ACTION OF MEMBERS


Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE X - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

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IN WITNESS WHEREOF, the undersigned Member has hereunto set
his hand and seal this 10 day of October, 1998



B. PAUL KATZ
Member or Authorized
Representative of a Member

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared B. PAUL KATZ, who is
personally known to me or who produced a driver's license as
identification, and who is described as a Member or Authorized
Representative of a Member in and who executed the foregoing
Articles of Organization, and acknowledged before me that he
subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State
named above this _____ day of _____, 19 98.

Notary Public, State of _____
My commission expires:

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, 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: POWERS EQUINE SALES, L.C.

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

B. PAUL KATZ, ESQ.

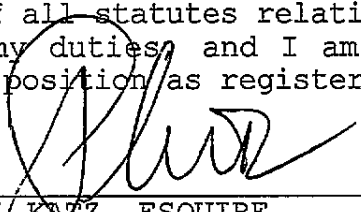
ATRIUM SUITE

B. PAUL KATZ PROFESSIONAL CENTER

1 FLORIDA PARK DRIVE SOUTH

PALM COAST, FLORIDA 32137

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.


B. PAUL KATZ, ESQUIRE
REGISTERED AGENT:

DATE: 10.20.98

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF FLAGLER

Before me, the undersigned authority personally appeared B. PAUL KATZ, who on oath deposes and says:

1. That he is a member of POWERS EQUINE SALES, a Florida Limited Liability Company.

2. That POWERS EQUINE SALES, L.C. has at least two members

3. The amount of the cash contributed by the members is \$5,000.00.

4. The amount anticipated to be contributed by the member is \$ 5,000.00.

Further affiant sayeth naught.

5. No Property has been Contributed.

B. PAUL KATZ

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ who is personally known to me or who produced a driver's license as identification, and who executed the foregoing Affidavit and who did take an oath.

WITNESS my hand and official seal in the County and State named above this 21 day of October, 19 98.

E Gale Brock

Notary Public, State of _____
My commission expires: _____

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E Gale Brock

My Commission CC695121

Expires November 11, 2001