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File No.:391.001

April 19, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines
Tallahassee, FL 32399

CM

000002845880-0
-04/21/99-01049-001
****285.00 ****285.00

Re: *Heritage Racing Stables, LLC*

Dear Sir or Madam:

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I am enclosing the original and a duplicate of the Articles of Organization, along with the Affidavit of Capital Contributions and Acceptance of Registered Agent, for the above-referenced limited liability company. Also enclosed is our firm's check made payable to the Secretary of State in the amount of \$285.00.

The original is to be filed in your office and the copy stamped received and returned to in the self-addressed, stamped envelope enclosed herein.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

Kerry L. Hyde

Kerry L. Hyde
Legal Assistant

/klh

Enclosure

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ARTICLES OF ORGANIZATION
OF
HERITAGE RACING STABLES, LLC

ARTICLE I
NAME

The name of the limited liability company (the "Company") is Heritage Racing Stables, I.LC.

ARTICLE II
DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the Company's Operating Agreement.

ARTICLE III
ADDRESS

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

6100 Loquat Circle
Tamarac, FL 33319

ARTICLE IV
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company is:

Lawrence J. Diamond
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1330
West Palm Beach, FL 33401

Lawrence J. Diamond
Florida Bar Member 0045100
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1330
(561) 838-4100

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ARTICLE VI
MANAGEMENT

The management of the Company is reserved to the manager. The name and address of the manager is:

George Maio
6100 Loquat Circle
Tamarac, FL 33319

ARTICLE VII
PURPOSE

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.



Authorized Representative of a Member:
Lawrence J. Diamond

Date: April 19, 1999


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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, pursuant to §620.407, Fla. Stat., deposes and says:

1. Heritage Racing Stables, LLC (the "Company") has at least one (1) member.
2. The total amount of initial cash contributed by the members to the Company is \$10.00.
3. The agreed value of property other than cash contributed by the members to the Company is \$0.00.
3. The anticipated amount of the cash or property to be contributed by the members to the Company is \$900,000,000.00 or less.

Date: April 19, 1999


Authorized Representative of a Member:
Lawrence J. Diamond

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Heritage Racing Stables, LLC, desiring to organize under the laws of the State of Florida
with its registered office address, as indicated in the Articles of Organization, as 222 Lakeview
Avenue, Suite 1330, West Palm Beach, Florida 33401, has named Lawrence J. Diamond as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-
stated Company at the place designated in this Certificate, I hereby accept to act in this capacity
and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open such
office.

Date: April 19, 1999


Lawrence J. Diamond

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