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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



February 24, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

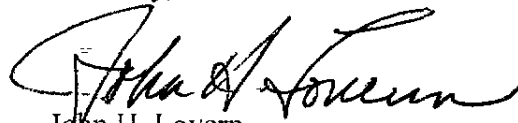
Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the application of Overbrook Farm, a Kentucky limited liability company, for authorization to do business in Florida. Also enclosed is the certificate designating C T Corporation System as Overbrook Farm's registered agent in Florida. Our check in the amount of \$125 is included to cover the appropriate fees.

If you any questions regarding the enclosed application, please contact me.

Sincerely,


John H. Lovern
Controller

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Overbrook Farm, LLC
(Name of foreign limited liability company)
2. Kentucky
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-1156051
(FEI number, if applicable)
4. 10/16/2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2525 DeLong Road
Lexington, KY 40515
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

W. T. Farm, LLC - P. O. Box 1110

Lexington, KY 40588

W. T. Young, LLC - P. O. Box 1110

Lexington, KY 40588

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Racing and
training of Thoroughbred horses

Robert L. Warren
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert L. Warren, V. P., W. T. Young, LLC

Typed or printed name of signee

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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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Overbrook Farm, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

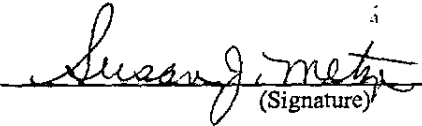
1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

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 as provided for in Chapter 608, F.S.


(Signature)

Susan J. Metz
Assistant Secretary

\$ 100.00	Filing Fee for Application*
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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John Y. Brown III
Secretary of State

Certificate of Existence

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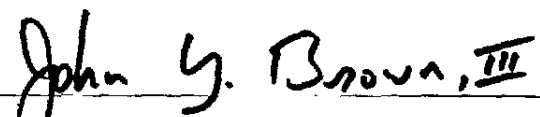
I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

OVERBROOK FARM, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is October 16, 2001.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of February, 2003.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
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