

RESPOND TO:

Al Cheneler, P.A.

Orlando Office:

2265 Lee Road, Suite 125
Winter Park, Florida 32789

Tel: (407) 628-2804
Fax: (407) 628-4853

Attorney at Law

*Board Certified Real Estate Specialist
Board Certified Public Accountant*

Daytona Office:

435 S. Ridgewood Ave., Suite 118
Daytona, Florida 32114

Tel: (904) 255-5559
Fax: (407) 628-4853

August 14, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Beginners Luck Stables, Inc.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation; and
3. A check in the amount of \$78.75 made payable to the Secretary of State.

The enclosed check to the Secretary of State will cover the following fees:

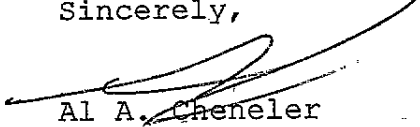
Filing Fee	35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>

Total: \$78.75

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,


Al A. Cheneler

Encl

FILED
00 AUG 16 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
*BEGINNERS LUCK STABLES, INC.***

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

BEGINNERS LUCK STABLES, INC.

The principal place of business of this corporation shall be 17 WEST ROSEYEAR STREET ORLANDO, FL 32804

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 17 WEST ROSEYEAR STREET ORLANDO, FL 32804, and the name of its initial registered agent is PATRICK J. VERNER.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is 1. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

PATRICK J. VERNER
17 WEST ROSEYEAR STREET
ORLANDO, FL 32804

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is as follows:

James S. Mills, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

ARTICLE VIII

OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - PATRICK J. VERNER
Secretary - PATRICK J. VERNER
Treasurer - PATRICK J. VERNER

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

BYLAWS

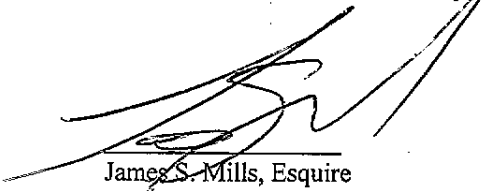
The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11th day of August, 2000.

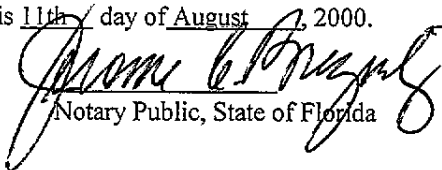

James S. Mills, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared JAMES S. MILLS, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.



WITNESS my hand and official seal this 11th day of August, 2000.
Jerome C. Brezinsky
MY COMMISSION # CC916613 EXPIRES
March 7, 2004
BONDED THRU TROY FAJN INSURANCE, INC.


Notary Public, State of Florida

DESIGNATION OF REGISTERED AGENT

BEGINNERS LUCK STABLES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name PATRICK J. VERNER as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 11th day of August, 2000.


PATRICK J. VERNER
Registered Agent

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00 AUG 16 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA