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December 20, 2000

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: CIARDULLO RACING OF FLORIDA, INC.

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,

Monica L. Sierra
MONICA L. SIERRA

MLS:m
Enc.

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FILED
00 DEC 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROWN JAN - 3 2001

ARTICLES OF INCORPORATION

OF

CIARDULLO RACING OF FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

CIARDULLO RACING OF FLORIDA, INC.

The principal place of business of this Corporation shall be: **228 Highland Woods Drive, Safety Harbor, Florida 34695.**

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or 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. The specific purpose of this Corporation shall be to own, maintain or operate a thoroughbred horse farm or stable, including, but not limited to, breeding, training, racing, and all related services, as well as related investments.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: **228 Highland Woods Drive, Safety Harbor, Florida 34695**, and the name of the initial Registered Agent of the Corporation at that address is: **RICHARD J. CIARDULLO**.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. TAX STATUS

It is the intent of the incorporators that the Corporation will be a C Corporation for Federal Income Tax purposes.

ARTICLE IX. DIRECTORS

This Corporation shall have one (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
RICHARD J. CIARDULLO	228 Highland Woods Dr., Safety Harbor, FL 34695
PAULA CIARDULLO	228 Highland Woods Dr., Safety Harbor, FL 34695
RICHARD J. CIARDULLO, JR.	228 Highland Woods Dr., Safety Harbor, FL 34695

ARTICLE X. OFFICERS

The names and addresses 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:

<u>OFFICER</u>	<u>ADDRESS</u>
RICHARD J. CIARDULLO President/Treasurer	228 Highland Woods Dr., Safety Harbor, FL 34695
PAULA CIARDULLO, Vice-Pres.	228 Highland Woods Dr., Safety Harbor, FL 34695
RICHARD J. CIARDULLO, JR. Secretary	228 Highland Woods Dr., Safety Harbor, FL 34695

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
RICHARD J. CIARDULLO	228 Highland Woods Dr. Safety Harbor, FL 34695	500

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this

20 day of December 2000.

Richard J. Ciardullo (SEAL)
RICHARD J. CIARDULLO

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Richard J. Ciardullo
RICHARD J. CIARDULLO

Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED
00 DEC 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was subscribed to before me on this 20 day of December, 2000, by **RICHARD J. CIARDULLO**, who is personally known to me.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO. _____

CARMEN M. LASHLEY
(Name of Notary typed, printed
or stamped)

COMMISSION EXP. _____

