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TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 800003961208--2 -04/05/01--01086--005 ****122.50 ******78.75

SUBJECT: BARBAT RACING STABLE, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for

 $/ _{ } /$ \$70.00 $/ _{ } /$ \$78.75 $/ _{ } X /$ 122.50 $/ _{ } /$ \$131.25

FROM: ROBERT H. SMITH

3170 N. Federal Hwy., #100

LIGHTHOUSE POINT, FL 33064

(954) 941-7671 Daytime Telephone LAPR -5 PH 1:37

ARTICLES OF INCORPORATION

OF

BARNAT RACING STABLE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Statutes of the State of Florida, thereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BARNAT RACING STABLE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

> 3170 N. Federal Highway, Suite 100 Lighthouse Point, FL 33064

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000)

INITIAL REGISTERED AGENT AND STREET ADDRESS ARTICLE IV

The name and address of the initial registered agent is:

Robert H. Smith 3170 N. Federal Highway Suite 100 Lighthouse Point, FL 33064

ARTICLE V INCORPORATOR

The name and street addresses of the incorporator of these Articles of Incorporation is:

Robert H. Smith 3170 N. Federal Highway Suite 100 Lighthouse Point, FL 33064

The Undersigned incorporators have executed these

Articles of Incorporation this 26 day of March, 2001

Robert Homeles (Signature)

(Signature)

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Barnat Racing Stable, Inc.

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

Robert H. Smith
3170 N. Federal Highway
Suite 100
Lighthouse Point, FL 33064

ASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

(Signature)