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KEESING & ASSOCIATES, INC
TAX AND FINANCIAL CONSULTANTS

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MIAMI, FL 33189

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April 23, 2001

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 MAY -2 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FL 32399

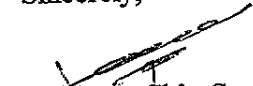
Re: LION OF JUDAH RACING STABLE, INC

Dear Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation, together with a check for \$131.25 to cover cost of filing same and a certified copy of the Articles.

Please contact the undersigned if have any question on this matter.

Sincerely,


Keithson Chin-Sang

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Enclosures:

5-7-01
WCL

**ARTICLES OF INCORPORATION
OF
LION OF JUDAH RACING STABLE, INC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **LION OF JUDAH RACING STABLE, INC.,** (hereinafter, “Corporation”).

ARTICLE 2 – PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 16505 SW 104th Court, Miami, Florida 33157 and the mailing address is the same.

ARTICLE 4 – INCORPORATORS

The name and street address of the Incorporator of this Corporation is Herbert G. Miller whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Herbert G. Miller
Secretary:	Carmen P. Miller
Treasurer:	Carmen P. Miller

ARTICLE 6 – DIRECTORS

The first Directors of the Corporation shall be:

Herbert G. Miller
Carmen P. Miller

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deemed advisable, subject to such restrictions or limitations, if any, as may set fort in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to an S Corporation, none of the shareholders of this corporation, without written consent of all the shareholders of this Corporation shall take action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contained the following legend:

“ The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 – POWER OF CORPORATION

The Corporation shall have the same power as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and excepted as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognized any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 16505 SW 104th Court, Miami, Florida 33157. The name and address of the registered agent of this Corporation is Herbert G. Miller, 16505 SW 104th Court, Miami, Florida 33157, respectively.

ARTICLE 13 – BYLAWS

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of the Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

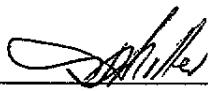
IN WITNESS WHEREOF, I have hereto set hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of April, 2001.



Herbert G. Miller, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered 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 a Registered Agent.



Herbert G. Miller
Registered Agent


4-30-01
Date

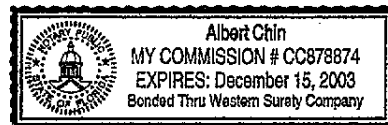
Articles of Incorporation
Filing Fee, Certified Copy and Certificate \$131.25

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the said State and County above to take acknowledgements, personally appeared Jean A. Wong, to me known to be the person who executed the foregoing ARTICLES of INCORPORATION and who acknowledged that she executed the same.

Witness my hand and official seal in the State and County above named this 23rd day of April, 2001.


Notary Public, State of Florida at Large
My Commission Expires:



The undersigned, having been named to accept service of process for the above Corporation at the place designated in Article 12 hereto, hereby accept such agency and agrees to comply with the provision of the Florida Statutes relative to keeping open said office.


Herbert G. Miller