

STACK FERNANDEZ ANDERSON
HARRIS & WALLACE
professional association

Suite 950
1200 Brickell Avenue
Miami, Florida 33131-3255
Telephone: 305.371.0001
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June 27, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Psychopomp Racing, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation and Registered Agent Designation and Acceptance Form for the above referenced corporation. Also, enclosed is our check in the amount of \$78.75 representing the following:


Filing Fee	\$ 35.00
Registered Agent's Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

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

I have also enclosed a self-addressed, stamped envelope for your use in forwarding to me the certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,



Mark D. Wallace

MDW/sg
Enclosures

FILED
01 JUL -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 06 2001

ARTICLES OF INCORPORATION
OF
PSYCHOPOMP RACING, INC.

FILED
01 JUL -2 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes chapter 607, the undersigned hereby executes, acknowledges and files the following Articles of Incorporation for the purposes of organizing a business corporation under the laws of the State of Florida.

ARTICLE I (CORPORATE NAME)

The name of the corporation ("Corporation") shall be Psychopomp Racing, Inc.

ARTICLE II (PRINCIPAL OFFICE)

The street address of the principal office of the Corporation is 1200 Brickell Avenue, Suite 950, Miami, Florida 33131. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III (CAPITAL STOCK)

The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV (INITIAL REGISTERED OFFICE AND AGENT)

The initial street address of the Corporation's registered office is 1200 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial registered agent is Mark D. Wallace. The Board of Directors from time to time may move the registered office to

any other address in the State of Florida.

ARTICLE V (BOARD OF DIRECTORS)

The initial Board of Directors of the Corporation shall consist of one (1) member, Mark D. Wallace. The address of the individual who will serve on the initial board is 1200 Brickell Avenue, Suite 950, Miami, Florida 33131 . The number of directors may be increased or diminished from time to time pursuant to Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VII (INDEMNIFICATION)

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII (INCORPORATOR)

The name and street address of the person signing these Articles of Incorporation is Mark D. Wallace, 1200 Brickell Avenue, Suite 950, Miami, Florida 33131.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 27th day of June, 2001.



Mark D. Wallace, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

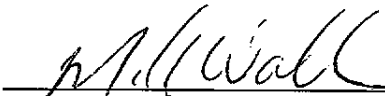
Pursuant to the provisions of Florida Statutes § 607.0501 (1997), the herein mentioned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent/registered office, in the State of Florida.

That Psychopomp Racing, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Miami-Dade County, Florida, has named Mark D. Wallace, located at 1200 Brickell Avenue, Suite 950, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

**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.**

Dated: June 27, 2001


MARK D. WALLACE
as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA