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02 DEC 18 PM 3:01  
TALLAHASSEE, FL  
EFFECTIVE DATE  
12-13-02

# *Law Office of Terence Matthews*

*Chartered*

*5190 26th Street West, Suite D*

*Bradenton, Florida 34207*

*(941) 755-8583*

*Fax (941) 753-8479*

December 16, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

RE: Baddog Racing, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$78.75 to cover the following:

Filing Fee:	35.00
Certified Copy	8.75
Registered Agent Certification	35.00

Total:	<u>\$78.75</u>
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Thank you for your assistance in this matter.

Sincerely,



Terence Matthews

ARTICLES OF INCORPORATION

OF

BADDOG RACING, INC.

EFFECTIVE DATE  
12-13-02

FILED

02 DEC 18 PM 3:01

SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is " BadDog Racing, Inc. " and its  
principal place of business is 5550 15th St. East, Unit B, Bradenton, FL 34203 .

ARTICLE II--DURATION AND CORPORATE EXISTENCE

This corporation shall come into existence upon the execution of this charter and  
shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful business for  
which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV-POWERS

This corporation shall have all of the corporate powers enumerated in the Florida  
General Corporation Act.

ARTICLE V-CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par  
value of one (1) dollar per share.

ARTICLE VI-PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock  
of this corporation of the same kind, class or series as that which he already holds at the  
price at which it is offered to all other stockholders.

#### ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 5550 15th St. East, Unit B, Bradenton, FL 34203 and the name of the initial registered agent of this corporation at that address is Michael D. Haney.

#### ARTICLE VIII-MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

#### ARTICLE IX--INCORPORATORS

The name and address of the person signing these Articles is Michael D. Haney 5550 15th St. East, Unit B, Bradenton FL 34203.

#### ARTICLE X-BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.


#### ARTICLE XI-INDEMNIFICATION

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

ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

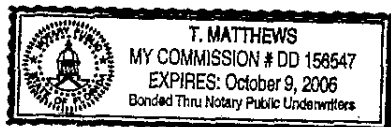
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 13 day of Dec, 2002.

 L.S.  
Michael D. Haney

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Michael D. Haney,  
known to me and known by me to be the persons signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation freely.

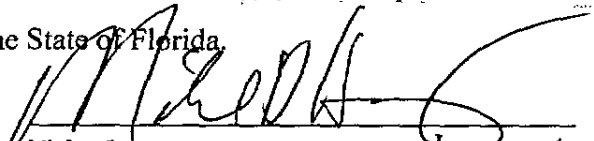
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of Dec, 2002.



  
Notary Public State of Florida


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

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that  
Backlog Racing, Inc. desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of Incorporation,  
in the City of Bradenton, County of Manatee, State of Florida, has named  
Michael D. Haney, County of Manatee, State of Florida, as its  
agent to accept service of process within the State of Florida.

  
Michael D. Haney, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at  
the place designated in this Certificate, I hereby accept such appointment and agree to act  
in this capacity, and agree to comply with the provision of law relating to keeping said  
office open.

  
Michael D. Haney, Registered Agent

02 DEC 18 PM 3:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED