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FLORIDA PROFIT CORPORATION OR P.A.

BMW ALTOONA STABLES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
BMW ALTOONA STABLES, INC.**

The undersigned, acting as the Incorporator of BMW ALTOONA STABLES, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is BMW ALTOONA STABLES, INC. The mailing address of the Corporation shall be 22600 East S.R. 44, Eustis FL 32726.

ARTICLE II- CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation will exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

W. Terry Costolo

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is

Name

Address

W. Terry Costolo

301 East Pine Street, Suite 1400
Orlando, Florida 32801

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

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

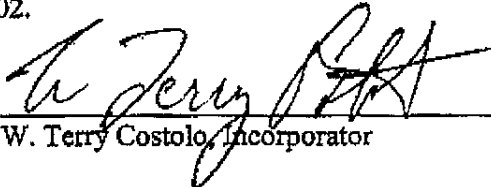
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 19th day of December, 2002.


W. Terry Costolo, Incorporator

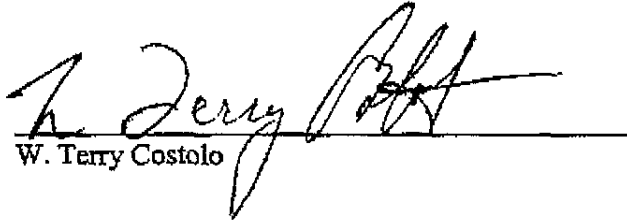
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CERTIFICATE OF ACCEPTANCE AS REGISTER AGENT

BMW ALTOONA STABLES, INC.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


W. Terry Costolo

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