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S. S. W.

HOWARD W. POZNANSKI <u>ATTORNEY AT LAW</u>

33 S.E. 4th Street Suite 102 Boca Raton, Florida 33431 Tel: (561) 417-9294 Fax: (561) 417-9422

Admitted to practice in Florida, Colorado & Washington, D.C.

December 10, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

RE: BAKER RACING STABLES, INC.

Dear Sir or Madam:

Enclosed herewith please find the following:

- 1. _ Original and 1 copy of articles of incorporation for Baker Racing Stables, Inc. (includes registered agent designation and signature)
- 2. Payment to the Florida Secretary of State, Division of Corporations, in the sum of \$78.75

Upon receipt of the aforesaid enclosures, please file the articles of organization and return a true copy to me. Also, please provide me with your letter acknowledging/confirming the filing, as well as a receipt for payment.

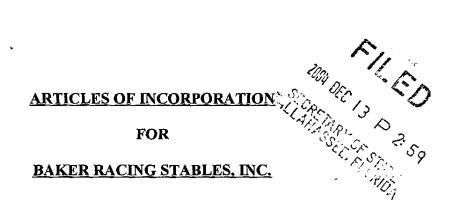
Should you have any questions, as always, please feel free to call me.

Very truly yours,

Howard Poznanski, Esquire

enclosures

HWP/



The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

BAKER RACING STABLES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida,

is:

Sunshine Meadows c/o Lightening Stables 1668 Winners Crescent Delray Beach, Florida 33437

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

Philip Baker
Sunshine Meadows c/o Lightening Stables
16668 Winners Crescent
Delray Beach, Florida 33437

ARTICLE VII

The directors, officers, or shareholders may, from time to time, relocate the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of the directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never been less than one (1).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers are:

NAME ADDRESS OFFICE

Philip Baker

Sunshine Meadows c/o

Lightening Stables

President

16668 Winners Crescent

Delray Beach, Florida 33437

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law.

PHÍLIP BAKÉR

CERTIFICATE OF RESIDENT AGENT

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST: That BAKER RACING STABLES, INC.

desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, has name:

PHILIP BAKER

Sunshine Meadows c/o Lightening Stables 16668 Winners Crescent Delray Beach, Florida 33437

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated, in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.

PHILIP BAKER

SECKETARY CESTATE