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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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2005 JUN -1 A 9:04  
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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**FLORIDA PROFIT CORPORATION OR P.A.**

**MAGNA ENTERTAINMENT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

6-2-05

ARTICLES OF INCORPORATION

OF

Magna Entertainment, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is MAGNA ENTERTAINMENT, INC. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in lawful business of any and all kind permissible in the State of Florida.

ARTICLE III - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 1060, Miami, Florida 33131.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as Common Stock. This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$.001 per share.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's initial registered office is Alhambra Plaza, 2 Alhambra Plaza, Suite 860, Coral Gables, Florida 33134, County of Miami-Dade, and the name of the registered agent at such office is Olga Busto Velasco, Esq.


ARTICLE VII - INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is Olga Busto Velasco, 2 Alhambra Plaza, Suite 860, Coral Gables, Florida 33134.

**ARTICLE VII- INDEMNIFICATION**

This Corporation shall indemnify and shall advance of behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, for the purposes of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of June, 2005.

  
\_\_\_\_\_  
Olga Busto Velasco - Incorporator

TOTAL P.04

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**CERTIFICATE AND ACCEPTANCE**  
**OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That Magna Entertainment, Inc., desiring to organize under the laws of the State of Florida, has named Olga Busto Velasco, 2 Alhambra Plaza, Suite 860, Coral Gables, County of Miami-Dade, Florida 33134, as agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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 registered agent, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 1st day of June, 2005.

By:   
OLGA BUSTO VELASCO, ESQ.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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