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SECRETARY OF THE ARMY
WASHINGTON, D.C.

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ARTICLES OF INCORPORATION
OF
ATLANTA THOROUGHBREDS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of Corporation is ATLANTA THOROUGHBREDS, INC.

II

The corporation shall have perpetual duration and is organized pursuant to the Florida Business Corporation Code as a corporation for profit for any lawful purpose not prohibited to a corporation under the applicable laws of the State of Florida and shall be authorized in connection therewith to carry on any lawful business.

III

The Corporation shall have authority to issue 5,000 shares of Common Stock with no par value.

IV

The initial registered office of the Corporation shall be at Cleveland Gary, Registered Agent
14664 SW 169th Avenue
Indiantown, Fl 34956

V.

The initial principal office and mailing address of the Corporation shall be at 603 Village Blvd. - Suite 102, West Palm Beach, Fl 33409

VI

The name and address of the incorporator is:
Cleveland Gary
1466 SW 169th Ave.
Indiantown, Fl 34956

VII

The initial Board of Directors is composed of the following Directors:

Carolyn Shiver
600 Loire Ave.
Lafayette, LA 70507

Cleveland Gary
1466 SW 169th Ave.
Indiantown, FL 34956

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without meeting and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

IX

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

X

(a) The Company shall indemnify and hold harmless a Director against any or all losses or liabilities reasonably incurred by the Director in connection with or by reason of any act or omission performed or omitted to be performed on behalf of the Company in such capacity, provided, that the Director has determined, in good faith, that the course of conduct which caused the loss or liability was in the best interest of the Company. The Company shall not indemnify or hold harmless the Director if: (a) in the case that the loss or liability was the result of negligence or misconduct by the Director, or (b) in the case that the Director is an Independent Director, the loss or liability was the result of gross negligence or willful misconduct by the Director. Any indemnification of expenses or agreement to hold harmless may be paid only out of the Net Assets of the Company and no portion may be recoverable from the Stockholders.

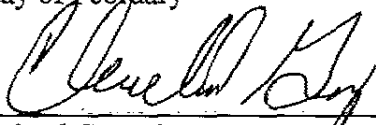
(b) The Company shall not provide indemnification for any loss, liability or expense arising from or out of an alleged violation of federal or state securities laws by such party unless one or more of the following conditions are met: (a) there has been a successful adjudication on the merits of each count involving alleged securities law violations as to the Director, (b) such claims have been dismissed with prejudice on the merits by a court of competent jurisdiction as to the Director; or (c) a court of competent jurisdiction approves a settlement of the claims against the Director and finds that indemnification of the settlement and the related cost should be made, and the court considering the request for indemnification has been advised of the position of any state securities regulatory authority in which securities of the Company are offered or sold as to indemnification for violations of securities laws.

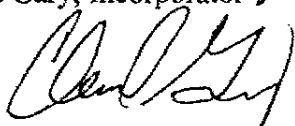
(c) Notwithstanding anything to the contrary contained in the provisions of subsection (a) and (b) above of this Section, the Company shall not indemnify or hold harmless a Director if it is established that: (i) The act or omission was material to the loss or liability and was committed in bad or was the result of active or deliberate dishonesty, (ii) the Director actually received an improper personal benefit in money, property, or services, (iii) in the case of any criminal proceeding, the Director had reasonable cause to believe that the act or omission was unlawful, or (iv) in a proceeding by or in the right of the Company, the Director shall have been adjudged to be liable to the Company.

(d) The Directors may take such action as is necessary to carry out this Section and are expressly empowered to adopt, approve and amend from time to time Bylaws, resolutions or contracts implementing such provisions. No limit or eliminate the right of

(d) The Directors may take such action as is necessary to carry out this Section and are expressly empowered to adopt, approve and amend from time to time Bylaws, resolutions or contracts implementing such provisions. No limit or eliminate the right of indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOFF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 1st day of February


Cleveland Gary, Incorporator


Cleveland Gary, Registered Agent
14664 SW 169th Avenue
Indiantown, Fl 34956

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