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AUTHORIZATION : *Patricia Pyjunt.*

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ORDER DATE : September 10, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 686277

CUSTOMER NO: 80516A

CUSTOMER: Ms. Adrienne Poppe
KELLEY HERMAN & MILLS

Suite 206
1401 East Broward Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CAROSEL RACING STABLES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

SAB
9/19/95

ARTICLES OF INCORPORATION
OF
CAROUSEL RACING STABLES, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

CAROUSEL RACING STABLES, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To acquire, maintain, operate, manage, sell or lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale, for the corporation's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To operate, manage and maintain stores, buildings, warehouses or any other real property for the carrying out of any

of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; or cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending

applications therefor, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and power of the corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The authorized capital stock of this corporation shall consist of five hundred (500) shares of common stock of the par value of One Dollar (\$1.00) per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares of stock shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (not less than 33-1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is 1401 E. Broward Blvd., Suite #206, Fort Lauderdale, Florida 33301, and the mailing address is 2887 Northeast 35th Court, Fort Lauderdale, Florida 33308, and the principal office shall be the same.

The name of the initial registered agent of this corporation at that address is Richard A. Mills, III. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1) nor more

than five (5). Initially the Corporation shall have one (1) directors.

ARTICLE VII

The name and address of the member of the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Mae Rabuffo	2887 N.E. 35th Court Ft. Lauderdale, FL 33308

ARTICLE VIII

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Mae Rabuffo	2887 N.E. 35th Court Ft. Lauderdale, FL 33308

ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

(c) Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or

classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by an amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any share of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligations which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation or any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligations the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, shall be invalidated by reason of such relationship, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he

is also a director of such subsidiary or controlled company.

(c) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred or imposed upon him in connection with any action, suit or proceeding in which he becomes involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred.

1. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such Director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing Paragraph (c)(1), indemnification of a Director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, indemnification shall be had only upon the additional determination that such Director officer had no reasonable cause to believe his conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing Paragraph (c)(2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the

extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (e)(2) above shall be made:

(i) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs by independent legal counsel in a written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

6. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all right of indemnification to which a Director officer of the Corporation may be entitled under statute or common law or under any policy of insurance.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to

vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 18th day of September, 1995.

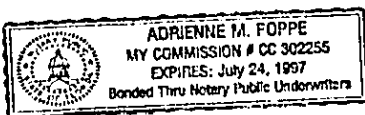
MAE RABUFFO
MAE RABUFFO

STATE OF FLORIDA :
COUNTY OF Broward : SS

The foregoing Articles of Incorporation were acknowledged before me this 18th day of September, 1995, by MAE RABUFFO, the subscriber to said Articles of Incorporation, who is personally known to me or who has produced New York Driver's License as identification.

My Commission expires:

Adrienne Popp
NOTARY PUBLIC
Adrienne Popp
Print name



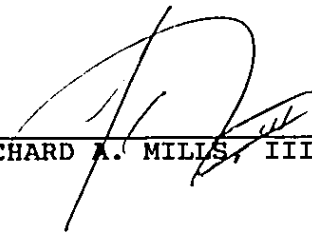
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That CAROUSEL RACING STABLES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named Richard A. Mills, III, Kelley, Herman & Mills, 1401 E. Broward Blvd., #206, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Resident Agent 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 and agree to comply with the provisions of said Act relative to keeping open said office.



RICHARD A. MILLS, III

