

P96000099388

BRUCE E. THOMSEN
21218 St. Andrews Boulevard #10-222
Boca Raton, Florida 33433
(561) 483-5369 Fax: (561) 852-3864

FILED
96 DEC 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 16, 1996

Florida Division of Corporations
409 E. Gaines Road
Tallahassee, Florida 32399

500002032665--3
-12/18/96--01079--014
*****35.00 *****35.00

Reference: Asia America Thoroughbred Management, Inc.
P96000099388

Gentlemen:

Attached and enclosed two copies of a Certificate of Amendment to the Articles of Incorporation for the above referenced corporation. Please file and return one conformed copy to the above address. My check for the filing fee is enclosed.

Thank you.

Sincerely,


BRUCE E. THOMSEN

BET:I

N/C

VS DEC 30 1996

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
ASIA AMERICA THOROUGHbred MANAGEMENT INC.**

FILED
96 DEC 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ASIA AMERICA THOROUGHbred MANAGEMENT INC., a corporation organized and existing under the laws of the State of Florida,

DOES HEREBY CERTIFY:

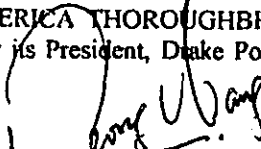
FIRST, that at the first meeting of the Board of Directors of ASIA AMERICA THOROUGHbred MANAGEMENT INC. resolutions were duly adopted and filed with the Minutes of the corporation setting forth a proposed amendment to the Articles of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the shareholders of said corporation pursuant to Florida Statute 607.0705 for consideration thereof. The resolution setting forth the proposed amendment is as follows:

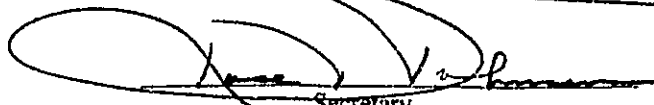
RESOLVED, that the Articles of Incorporation of this corporation be amended to change the name of the Corporation to TAMASEK HORSE OWNERS CLUB INC.

SECOND, that thereafter, pursuant to a resolution of the Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the number of shares as required by statute were voted in favor of the amendment.

THIRD, that said amendment was adopted pursuant to 607.1003 Florida Statutes on December 16, 1996.

IN WITNESS WHEREOF, said ASIA AMERICA THOROUGHbred MANAGMENT INC. has caused this Amendment to be signed by its President, Drake Poh and its Secretary Rose J. Johnsen, this 16th day of December 1996.



President


Secretary

P96000099388

ROSE J. JOHNSEN
21218 St. Andrews Boulevard #10-222
Boca Raton, Florida 33433

November 21, 1996

200002013732--7
-11/26/96--01034--014
****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

REFERENCE: ASIA-AMERICA THOROUGHBRED MANAGEMENT, LTD.

Gentlemen:

Attached and enclosed an original and one copy of the articles of incorporation for the above referenced corporation.

Please file and send a conformed copy by return mail.

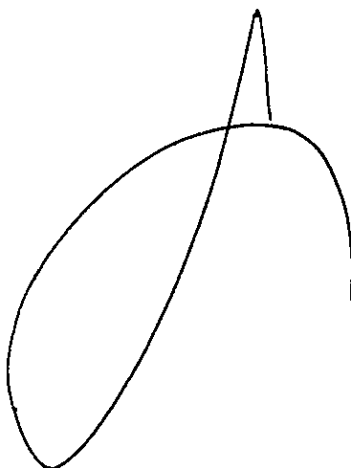
My check in the amount of \$ 122.50 is enclosed.

Sincerely,


Rose J. Johnsen

RJJ:l

FILED
96 DEC 9 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA


12/9

Difficult (14D)
506
706
How
~~11/26/96 25232~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

ROSE J. JOHNSEN
21218 ST. ANDREWS BLVD.
#10-222
BOCA RATON, FL 33433

SUBJECT: ASIA-AMERICA THOROUGHBRED MANAGEMENT, LTD.
Ref. Number: W96000025237

We have received your document for ASIA-AMERICA THOROUGHBRED MANAGEMENT, LTD. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 896A00054180

96 DEC 10 PM 12:37
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

Rose J. Johnsen

21218 St. Andrews Boulevard #10-222 . Boca Raton . Florida 33433 . (561) 483-5369 Fax (561) 852-3864

December 6, 1996

Loria Poole, Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Ref Number: W96000025237

Dear Ms. Poole:

Pursuant to your letter dated December 3, 1996, enclosed please find two signed copies of Asia-America Thoroughbred Management, Inc. for filing.

Also enclosed is a copy of your December 3rd letter as you have requested.

Thank you for your early attention to this matter.

Sincerely,



Rose J. Johnsen

RJJ
Enclosures (2)

Please return Ltr. Label enclosed!

Thank You.

R

**ARTICLES OF INCORPORATION
OF
ASIA-AMERICA THOROUGHBRED MANAGEMENT, INC.**

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

**ARTICLE I
NAME**

The name of the corporation shall be:

ASIA-AMERICA THOROUGHBRED MANAGEMENT, INC.

The principal place of business of this corporation shall be:

21218 St. Andrews Boulevard #10-222, Boca Raton, Florida 33433

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any time is

TEN MILLION SHARES COMMON STOCK \$0.001 PAR VALUE
FIVE MILLION SHARES PREFERRED STOCK \$5.00 PAR VALUE

**ARTICLE IV
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V
OFFICERS AND DIRECTORS**

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected are:


Rose J. Johnsen, 21218 St. Andrews Boulevard #10-222, Boca Raton, FL 33433
Bruce E. Thomsen, 96 Fifth Avenue, Apartment 11G, New York, NY 11101

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:


Rose J. Johnsen, 21218 St. Andrews Boulevard #10-222, Boca Raton, FL 33433

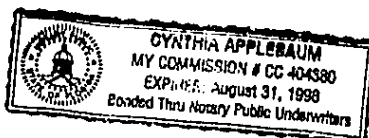
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of December, 1996.


Incorporator

STATE OF FLORIDA }
 } ss.
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged and sworn to before me this 6th day of December, 1996 by Rose J. Johnsen as the Incorporator of Asia-America Thoroughbred Management, Inc.


Notary Public in and for said County and State



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

Asia-America Thoroughbred Management, Inc.

2. The name and address of the registered agent and office is:

Rose J. Johnsen, 21218 St. Andrews Boulevard #10-222, Boca Raton, Florida 33433, telephone (561) 483-5369.

SIGNATURE: _____

TITLE: _____

DATE: _____

12/6/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

DATE: _____

12/6/96

95 DEC -9 PM 11:37
STATE OF FLORIDA
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY

BRUCE E. FROMSEL
21218 St. Andrews Boulevard #10-222
Boca Raton, Florida 33433
(561) 483-5369 Fax: (561) 852-3864

FILED
97 FEB 24 PM 3:05
SECRET
TALLAHASSEE, FLORIDA

[illegible]

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
TAMASEK HORSE OWNERS CLUB, INC.**

FILED
97 FEB 24 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAMASEK HORSE OWNERS CLUB, INC., a corporation organized and existing under the laws of the State of Florida,

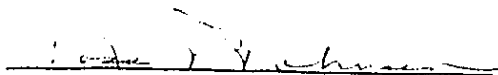
DOES HEREBY CERTIFY:

That at a meeting of the Board of Directors of TAMASEK HORSE OWNERS CLUB, INC. a resolution was duly adopted and filed with the Minutes of the corporation setting forth a proposed amendment to the Articles of Incorporation of said corporation, declaring said amendment advisable upon the directions given at a meeting of the shareholders of said corporation pursuant to Florida Statute 607.0705 for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended to change the name of the corporation to ASIA AMERICA THOROUGHBRED CLUB, INC.

Said amendment was adopted pursuant to 607.1003 Florida Statutes on February 18, 1997.

IN WITNESS WHEREOF, said TAMASEK HORSE OWNERS CLUB, INC. has caused this Amendment to be signed by its President, Rose J. Johnson and its Secretary Bruce E. Thomsen, this 18th day of February 1997.


President


Secretary

P96000099388

BRUCE E. THOMSEN
21218 St. Andrews Boulevard #10-222
Boca Raton, Florida 33433

July 7, 1997

Florida Division of Corporations
409 E. Gaines Road
Tallahassee, Florida 32399

400002237834--9
-07/14/97--01178--019
*****35.00 *****35.00

Reference: Asia Millennium Investments, Inc.
P96000099388

Gentlemen:

Attached and enclosed two copies of a Certificate of Amendment to the Articles of Incorporation for the above referenced corporation. Please file and return one conformed copy to the above address. My check for the filing fee is enclosed.

Thank you.

Sincerely,


BRUCE E. THOMSEN

BET:I

97 JUL 14 AM 8:43
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/C

VS JUL 17 1997

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
ASIA AMERICA THOROUGHbred CLUB, INC.

FILED
97 JUL 14 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ASIA AMERICA THOROUGHbred CLUB, INC., a corporation organized and existing under the laws of the State of Florida,

DOES HEREBY CERTIFY:

FIRST, that at a meeting of the Board of Directors of ASIA AMERICA THOROUGHbred CLUB, INC. resolutions were duly adopted and filed with the Minutes of the corporation setting forth a proposed amendment to the Articles of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the shareholders of said corporation pursuant to Florida Statute 607.0705 for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended to change the name of the corporation to ASIA MILLENNIUM INVESTMENTS, INC.

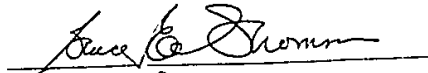
SECOND, that thereafter, pursuant to a resolution of the Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the number of shares as required by statute were voted in favor of the amendment.

THIRD, that said amendment was adopted pursuant to 607.1003 Florida Statutes on November July 3, 1997.

IN WITNESS WHEREOF, said ASIA AMERICA THOROUGHbred CLUB, INC., has caused this Amendment to be signed by its President, Rose J. Johnsen and its Secretary Bruce E. Thomsen, this 3rd day of July 1997.



President



Secretary